

39th
Annual Report
2021 - 2022

DECOROUS INVESTMENT & TRADING CO. LTD.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS		
Mr. Raj Kumar Gupta	DIN : 00074532	Whole Time Director & CFO
Mr. Amit Gupta	DIN : 00074483	Director
Mr. Pankaj Aggarwal	DIN : 01586710	Independent Director
Ms. Lalita Mittal	DIN : 06928783	Independent Director
Mr. Manish Sinha	ACS: 39188	C S & Compliance Officer (resigned w.e.f. 12.11.2021)
Mrs. Preetika Mishra	ACS:32490	CS & Compliance Officer (Appointed w.e.f. 07.02.2022)

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

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

BANKERS	REGISTRAR
1. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar New Delhi – 110060 2. Bank of Maharashtra 17A/45, W.E.A. Karol Bagh, New Delhi – 110 005	Alankit Assignments Limited R.O: 4E/2, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 2354-1234

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

CONTACTS DETAILS

Mob : 9811108800	Email : decorous1982@gmail.com Website : www.ditco.in
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IMPORTANT COMMUNICATION TO THE MEMBERS

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

Members are requested to kindly Update their Contact details, Address, PAN, Email, Mobile etc. for your Company's Updates, Announcements, Results, Reports, Correspondence, etc.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

To
The Members
Decorous Investment & Trading Company Limited
CIN : L67120DL1982PLC289090
R-489, GF-B, New Rajinder Nagar
New Delhi-110060

NOTICE IS HEREBY GIVEN THAT 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON FRIDAY, 23TH DAY OF SEPTEMBER, 2022 AT 11:00 A.M. *through* VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM'), *however*, THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT "R-489,GF-B,NEW RAJINDER NAGAR, NEW DELHI-110060"

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

ORDINARY BUSINESS

- ITEM NO. - 1:** To receive, consider and adopt the Audited Balance Sheet as at 31st March 2022 and the Statement of Profit and Loss Account & Cash Flow Statements for the year ended on that date along with the Reports of Auditors and Directors thereon.
- ITEM NO. - 2:** To re-appoint Mr. Amit Gupta (DIN:00074483), as a Director who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
- ITEM NO. - 3:** To re-appoint M/s G. K. Kedia & Co. as statutory auditors and fix their remuneration and, to consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rule, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, M/s G.K. KEDIA & Co., Chartered Accountants, FRN013016N, be and are hereby re-appointed as Statutory Auditors of the Company to hold the office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company."

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

Place: New Delhi
Dated: 10.08.2022

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

➤ **IMPORTANT NOTES:**

[A]. General instructions for accessing and participating in the 39th AGM

through VC/OAVM Facility and voting through electronic means including remote e-Voting

- a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020, 5th May 2020 and 31st December, 2020 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 & Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 38th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 39th AGM shall be the Registered Office of the Company.
- b. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of Proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 39th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 39th AGM through VC/OAVM Facility and e-Voting during the 39th AGM.
- c. *In line with the MCA Circulars and SEBI Circular, the Notice & Annual Report, etc. of the 39th AGM will be available on the Website of the Company at www.ditco.in, on the website of BSE Limited at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com.*
- d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- e. National Securities Depositories Limited (“NSDL”) will be providing facility for e-voting through EVEN [**120781**] from **9.00 a.m. September 20, 2022** to **5.00 p.m. September 22, 2022**.
- f. **www.Bookawebinar.com (OA/OAVM Facility) Provider shall provide the Log-In particulars including website url/links to all the shareholders as on cut-off date for participation in the 39th AGM through VC/OAVM Facility and Voting during the 39th AGM.**

For any query regarding to attend /vote at the E_AGM stakeholders may contact to, please read/ refer point [B] below or Members may also address their Queries relating to e-voting to the company's e-mail ID decorous1982@gmail.com.

- g. *Members may join the 39th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10:30 a.m. IST i.e. 30 minutes before the time scheduled to start the 39th AGM and the Company may close the window for joining the VC/OAVM Facility after the Conclusion of AGENDA / Business(es).*
- h. Members may note that the VC/OAVM Facility, provided by www.Bookawebinar.com allows participation of all registered shareholders on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 39th AGM without any restriction on account of first-come first-served principle.
- i. Attendance of the Members participating in the 39th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act.
- j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 39th AGM and facility for those Members participating in the 39th AGM to cast vote through e-Voting system during the 39th AGM.

[B]. Instructions for Members for participating in the 39th AGM through VC/OAVM are as under :-

Convenience of different persons positioned in different places / zones has been kept in mind before scheduling the time for this Meeting.

The Company has appointed www.Bookawebinar.com, to provide VIDEO CONFERENCING FACILITY for the AGM and the “Attendant Enablers” for conducting of the e-AGM. Member will be provided with a facility to attend the e-

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

AGM through video conferencing platform provided by www.Bookawebinar.com. Members may access the same at

<https://us02web.zoom.us/meeting/register/tZUkdeyupzqkHtWM76s5kw761dWznXKv1Xt2>

by clicking and registering in advance. Upon registration, members shall receive the login credentials for the said AGM video conference.

Members are requested to follow the procedure given below:

- i. Launch internet browser (chrome/ Firefox/safari) by copying the URL in address forr:
<https://us02web.zoom.us/meeting/register/tZUkdeyupzqkHtWM76s5kw761dWznXKv1Xt2>
- ii. While registering, please enter the information in following format:
 - a. First Name Field : Full Name
 - b. Last Name Field : Folio No / Client ID- DP ID
 - c. Email : Email ID registered with the Company/ Depository
 - d. Phone : Phone Number registered with the Company/ Depository
 - e. Designation : Choose from Dropdown
- iii. Register yourself for the meeting to receive joining link embedded with encrypted password on your email id.
- iv. On the date of AGM, click on “Click here to Join” received on the registered E Mail id from noreply@zoom.us
- v. [ZoomApp](#) can be downloaded on your smart phone/ Computer/ Laptop from <https://zoom.us/>
- vi. After logging in, click on [“Join with video and audio”](#) option to attend the Meeting
- vii. Members intending to ask questions at the AGM, may click [“Raise hand”](#) option available on the platform after the start of the meeting
- viii. For E Voting, Polls and Chat Sections will be used along with show of hands as per availability and technical Feasibility.
- ix. Attendance shall be taken at the commencement of the meeting and any subsequent joinees shall have to mention their presence on the chat portal.

Members can participate in AGM through smart phone/ laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband.

Further Members will be required to use Internet with a good speed preferably more than 15Mbps to avoid any disturbance during the meeting. The same can be independently checked at <https://www.speedtest.net/>

Please note that Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the e-AGM.

In case of any issues in Joining the meeting, send a WhatsApp to the technical team by clicking on the following link -<https://wa.me/9187317548616> or send a mail to bookawebinar@gmail.com

The entire proceeding of the meeting shall be recorded and the minutes / proceedings of the meeting shall be preserved by the Company in terms of the General Circular No. 14/2020 dated 8th April, 2020 issued by Ministry of Corporate Affairs, Government of India.

Members can submit Questions in advance with regard to the financial statements or any other matter to be placed at the 39th AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's email address decorous1982@gmail.com atleast 7 days in advance before the start of the meeting i.e. by 17th September 2022 by 5.00 p.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

Members, who would like to ask questions during the 39th AGM with regard to the financial statements or any other matter to be placed at the 39th AGM, need to register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address before 17th September 2022. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 39th AGM, depending upon the availability of time.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES :-

1. Corporate Members intending to attend the E-AGM through their authorized Representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing the Representatives to attend the AGM through VC not less than 48 hours before the AGM.
2. In case of several joint-holders attending the meeting, only such joint-holder who is higher in the order of names will be entitled to vote at the meeting.
3. Register of Members & Share Transfer Books will remain closed from **17.09.2022 to 25.09.2022** (both days inclusive).
Queries proposed to be raised at the AGM **may be sent to the Company** atleast 7 (SEVEN) days prior to the date of AGM on Company's email address to enable the Management to compile the relevant information enabling to reply the same.
4. Copies of the MOA and AOA and the Documents referred to in the Notice, shall be open for inspection at the Registered Office on any working day between 11 A.M. to 5 P.M. upto the date of the AGM.
5. Members who hold shares in de-materialized form are requested to show/prove their Client ID and DP ID Numbers for easier identification of their attendance at the E-AGM.
6. Brief Profile of the retiring Director seeking appointment / re-appointment, forms part of the Notice.
7. Share transfer documents and all correspondence relating thereto, should be addressed to RTA or to Company.
8. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares, in demat form are, therefore, requested to submit/update PAN details to the Depository Participants with whom they are maintaining their demat accounts.
Members holding shares in physical form are required to submit their PAN, Email, Mobile no. & other Contact details to RTA or to the Company and Company encourage & promote shareholders to dematerialize their physical shareholding.
9. Members are requested to :
 - i. Quote their folio number (s) / Client ID / DP ID in all correspondence.
 - ii. Please notify change (s), if any, in your contact details, PAN, Registered Address alongwith Pin Code Number, Mobile, and E-mail ID, etc., to the RTA or to Company.
10. Electronic copy of the Annual Report and Notice of the Annual General Meeting inter-alia indicating the process and manner of e-voting alongwith the *details of the E-AGM through Video Conferencing/OAVM* is being sent to all the Members whose email IDs are registered with the Company/RTA/Depository Participants(s) for communication purposes. Members who have not registered their Email, copy of Notice and Annual Report for FY 2021-22 can be downloaded from the Website of the company or the website of the BSE or the NSDL .
Members may also note that the Notice and the Annual Report for 2021-22 will also be available on the Company's website www.ditco.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, shareholders may also send requests to Company's email id : decorous1982@gmail.com.
11. Members, who have not registered their E-mail addresses so far, are requested to Register their E-mail address for receiving all communication including Reports, Notices, Circulars, Financial Results, etc. from the company electronically.
12. The "Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document(s) by a company can be made through electronic mode. In view of the circular issued by M.C.A, the Company proposes to henceforth deliver documents like Notice calling the Annual General Meeting / Extra Ordinary General Meeting / Audited Annual Accounts / Report of the Auditors / Report of the Directors, etc, in electronic form i.e. are uploaded on Company's website, available for view & download.
13. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained u/s 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested u/s 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

14. Detailed procedure for “Remote E-voting” is annexed which forms part of this notice.

VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the company provides the members facility to exercise their right to vote on resolution proposed to be passed in the 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.nsd.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.nsd.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active e-Voting Cycles.
7. Select the Electronic Voting Event Number “EVEN” of ***Decorous Investment & Trading Co. Ltd. [120781]*** 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 20, 2022 (9:00 am)** till **September 22, 2022 (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.

General Instructions

1. E-voting period begins at 09.00 A.M. on 20.09.2022 and ends at 5:00 P.M. on 22.09.2022.
During this period Member's of the company, holding shares either in physical form or in dematerialized form, as on the Cut-off date (record date) i.e. 17.09.2022 may cast their vote electronically. Once the vote on a resolution is cast by member, the member shall not be allowed to change it subsequently. The e-voting module shall be disabled by NSDL for voting thereafter.
2. The facility for voting through poll shall be made available at the E-AGM and the Members attending through VC/ OAVM who have not cast their vote by remote e-voting shall be able to vote at the E-AGM through voice / show of hands.
3. Members who have cast their vote by remote e-voting may also attend E-AGM but shall not be entitled to cast vote again.
4. Company has appointed M/s. **B. Bhushan & Co.**, Practicing Company Secretaries, New Delhi (M. No.: A31951, COP: 14469) to act as the “**Scrutinizer**”, to scrutinize the remote e-voting and physical vote at the venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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. 17.09.2022.**
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date shall be entitled to avail facility of remote e-voting / Poll at E-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: 18001020990, 1800224430 or contact Assistant Manager NSDL at designated email id evoting@nsdl.co.in or at telephone nos 022-24994360 / 022-24994738. Members may also address their Queries relating to e-voting to the company's 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. **Scrutinizer**, after scrutinizing the votes cast at the meeting through voice / show of hand and through remote e- voting, shall within a period not exceeding (3) three days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.ditco.in and on the website of NSDL www.evoting.nsdl.com. Results shall simultaneously be communicated to the Stock Exchange(s), where the Company's shares are Listed.

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

Raj Kumar Gupta - DIN: 00074532
WTD & CFO

Place: New Delhi
Dated: 10.08.2022

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors have pleasure to present herewith the 39th Annual Report for the year ended 31.03.2022.

FINANCIAL RESULTS

(in Rupees)

Particulars	For the Year ended 31.03.2022	For the Year ended 31.03.2021
Revenue from Operations	18,62,500.00	15,00,000.00
Other Income/Receipts	15,65,440.00	14,54,152.00
Total Income	34,27,940.00	29,54,152.00
Total Expenditure	24,48,149.28	29,35,088.14
Exceptional Items	0.00	7,500.00
Profit/(Loss) before Tax	9,79,790.72	11,563.86
Provision for Tax	2,54,744.29	5,308.14
Net Profit/(Loss)	7,25,046.43	6,255.72

FINANCIAL HIGHLIGHTS

During the previous years under review your company was carrying-out the business activities relating to real estate, commission, agents, brokers, consultancy, trading/ service providers, etc., as per the Objects as contained in MOA. Company has received the total revenue of Rs. 34,27,940.00. Net Profit after Tax for the year under consideration is Rs. 7,25,046.00. Your Company hopes to increase its presence in the business in the coming years, which may increase the top line and also its profitability.

TRANSFER TO RESERVES

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

LIQUIDITY

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

DIVIDEND

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

CAPITAL

During the Financial Year 2021-22, there is no change in share capital:

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

Subsequent to 31.03.2022 there has been no change in authorized, issued, subscribed and paid-up equity share Capital of the company. Authorised share capital as on 31.03.2022 is Rs. 4,00,00,000 divided into 40,00,000 Equity Shares of Rs. 10/- each and the Paid-up capital stands at Rs. 3,45,00,000/-.

DIRECTORS

In accordance with the provisions of Companies Act, 2013 and Articles of Association, Mr. Amit Gupta, Director, retires by rotation in the ensuing AGM and being eligible, offers himself for re-appointment.

- Mr. Raj Kumar Gupta was appointed as an Additional Director on 30.04.2014 and subsequently on 23.08.2014 was appointed as Whole Time Director & Chief Financial Officer of the Company and again re-appointed in AGM held on 25.09.2019.
- Ms. Lalita Mittal is an Independent Director w.e.f. 19.07.2014 & is again re-appointed in AGM on 25.09.2019.
- Mr. Pankaj Aggarwal is an Independent Director w.e.f. 19.07.2014 & is again re-appointed in AGM on 25.09.2019.
- Mr. Amit Gupta is Non-Independent Director w.e.f. 29.01.2015 and again re-appointed in AGM held on 25.09.2019

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

KEY MANAGERIAL PERSONNEL

- Mr. Manish Sinha (ACS-39188) joined as Company Secretary cum Compliance Officer w.e.f. 16.07.2018 and resigned on 12.11.2021.
- Mrs. Preetika Mishra (ACS – 32490) has joined as Company Secretary cum Compliance Officer w.e.f. 07.02.2022.
- Shri Raj Kumar Gupta (DIN: 00074532) is WTD & CFO of the Company.

MEETING OF THE BOARD

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

LOANS, GUARANTEES AND INVESTMENTS

Pursuant to Section-186 of the Companies Act, 2013 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") the Company neither has, directly nor indirectly, given any loan to its Directors nor extended any guarantee or provide any security in connection with any loan taken by them.

PERFORMANCE EVALUATION OF BOARD MEMBERS

With a view to improve performance and effectiveness, Board Members are now increasingly deploying Board performance evaluation tools to identify areas of improvement benchmarking themselves against leading practices.

PUBLIC DEPOSIT

Company has neither accepted nor renewed any Deposits during FY 2021-22 in terms of Chapter V of the Companies Act, 2013; therefore, information in this regard is NIL.

STATUTORY AUDITORS

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

STATUTORY AUDITORS' REPORT

Auditors' Report dated 21.05.2022, being self-explanatory, requires no Comments from the Directors and there are no reservations, or qualifications or adverse remarks in the Audit Report in respect to FY 2021-22 and does not require/call for any explanation from the Board of Directors.

SECRETARIAL AUDITORS

Board has re-appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the FY 2022-23. "Secretarial Audit Report" and "Secretarial Compliance Report" for the financial year 2021-2022 are annexed with Directors' Report.

There are no major qualifications or reservations or other adverse remarks by Secretarial Auditors in the Reports for the FY 2021-22, *except relating to De- Listing of Shares from CSE Ltd. and also Notice dated 13.05.2022 from the BSE Ltd. relating to non-compliance of various regulations and SOP under SEBI (LODR), levying an amount of Rs. 2,51,340 (including GST) and froze the Promoters holdings for debit, and the Company has filed suitable & proper submissions and replies with documentary evidences & the matters are under process.*

INTERNAL AUDITORS

Internal Audit Report of FY 2021-22 does not contain any serious adverse remarks.

Board has re-appointed M/s Mittal Jindal & Associates, Chartered Accountants, to conduct Internal Audit FY 2022-23.

COST AUDITORS

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

FRAUDS REPORTED BY AUDITORS

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

LISTING OF SHARES

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

- Listing Fee stands paid to BSE for & upto 31.03.2023.
- Annual Custodial Fee stands paid to NSDL & CDSL as per Bills recd.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

VOLUNTARY DELISTING OF EQUITY SHARES FROM CALCUTTA STOCK EXCHANGE LTD.

This Notice is issued in compliance with Regulation 6, 7 and other applicable regulations, if any, of the Securities & Exchange Board of India (Delisting of Equity Shares) Regulations 2009 (herein after referred as 'Delisting regulations') to the Equity Shareholders of "Decorous Investment & Trading Company Limited" (PAN:AAACD0851F) (herein after referred as 'Company') in respect of the voluntary delisting of 34,50,000 Equity Shares of the face value of Rs. 10/- each, of the Company from The Calcutta Stock Exchange Limited (CSE). At present the Shares of the Company are listed on CSE and BSE Ltd. The Board of the Directors at its Meeting held on 09.11.2020 and subsequently also including on 08.11.2021, has approved voluntary delisting of the 34,50,000 Equity Shares of the face value of Rs. 10/- each, from CSE in accordance with the Delisting Regulations and have communicated the same to CSE Listing Department. Considering CSE had seen a halt/suspension in its trading activity since 2013, after the capital market regulator, Securities and Exchange Board of India (SEBI), had barred trading at C-Star (the online platform of CSE), for non-compliance of clearing and settlement norms. "It is status quo for CSE". CSE's own trading platform has been shut since 2013 following SEBI's Directives and also CSE have been asked to exit by SEBI but the matter is subjudice before Calcutta High Court while other 13 regional stock exchanges have closed under the exit policy of SEBI.

However the equity shares of the company shall continue to remain listed on BSE Ltd., which is a recognized Stock Exchange and is having nation-wide trading terminal as per Delisting regulations.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

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

PARTICULARS OF EMPLOYEES

Transaction(s) are in the "ordinary normal course of business" and at "arms length basis" and details are part of Audited Annual Accounts.

SUBSIDIARIES AND JOINT VENTURES COMPANIES

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

PARTICULARS OF EMPLOYEES

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

CORPORATE GOVERNANCE

Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. Corporate Governance is about maximizing shareholders value ethically and sustainably. We believe sound corporate governance is essential criteria to enhance and retain investor's reliance.

We always seek to ensure that our performance is driven by integrity.

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

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Board consists of four members, one of whom is Executive (CFO) and WTD, 2 are independent directors and 1 is non-independent director. Board consists of appropriate mix of executive & independent & non-independent & woman directors to maintain the independence of the Board and to separate its functions of governance and management.

Policy on Directors Nomination and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required u/s 178(3) and there has been no change in the Policy.

INDEPENDENT DIRECTORS

Independent Directors of the company have met 2 times in the financial year 2021-22, including for :-

- (a) to review the performance of non – independent Directors and the Board as a whole,
- (b) to review the performance of Board, taking into account the views of executive and non-executive directors;
- (c) to assess the quality, quantity and timeliness of flow of information between the management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

DECLARATION BY INDEPENDENT DIRECTORS

MMs. Lalita Mittal and Mr. Pankaj Aggarwal are Independent Directors on the Board of your company. Company has received necessary declarations from each Independent Director u/s 149(7), and in the opinion of the Board and as confirmed by these Directors that all of them meets the criteria of independence laid down in Section 149(6) of the

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015.

BOARD EVALUATION

As mandated under the SEBI (LODR) Regulations, 2015, the Board reviews and monitors the Board evaluation framework. The Board evaluates various parameters such as decision-making, relationship with stakeholders, company performance and strategy, checking of Board and Committee's effective working, etc.

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

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

The Board has evaluated the effectiveness of its functioning and that of the Committees and of individual Directors by seeking inputs on various aspects of Board/Committee Governance and considered and discussed in details the inputs received from the Directors.

DECLARATIONS BY DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL

Annual Report of the Company contains a Certificate by the CFO / CEO in terms of Para D of Schedule V to the SEBI(LODR) Regulations, 2015 on the declarations received from the Directors and the Senior Management personnel affirming compliance with the Code as applicable to them during the year ended 31.03.2022.

BUSINESS RESPONSIBILITY REPORT

As per Regulation 34(2)(f) of SEBI (LODR) Regulations, the top 1000 listed entities based on market capitalization (calculated as on 31 March of every financial year), shall, in their annual report, include a business responsibility report describing the initiatives taken by them from an environmental, social and governance perspective.

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

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

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

UNIFORM LISTING AGREEMENT

SEBI issued SEBI (LODR) Regulations, 2015 which became effective from 01.12.2015 by replacing existing Listing Agreement.

Company executed New Listing Agreement(s) with BSE Ltd. and CSE Ltd. during February 2016.

OPERATIONS

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

Further, no material events, commitments and changes occurred between the end of the financial year to which the financial statements relate and till date of this Report.

VIGIL MECHANISM

Company has established a Vigil Mechanism cum Whistle Blower Policy in terms of Section 177(10)of the Companies Act, 2013 and also in terms of Regulation 4(2)(d) and Regulation 22 of SEBI (LODR) Regulations, 2015, includes an Ethics & Compliance Task Force or to the Chairman of Audit Committee. Policy on vigil mechanism is available on the Company's website and also the company has complied with the provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions of Companies Act, 2013 relating to CSR do not mandatorily apply to your company.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/ arrangements/ transactions, if any, entered by the company during the financial year 2021-22 with related parties were in the ordinary normal course of business and on an "arm's length basis". During the year, the company has

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

not entered into any contract/arrangement/transaction with related parties which could be considered material.

Your Directors draw attention of the members to "Notes to the Financial Statements" Form AOC-2 which sets out Related Party Disclosures.

RISK MANAGEMENT POLICY

Risk Management Policy is not applicable to your company.

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

No significant and material Orders were passed by the regulators or courts or tribunals or income tax dept, etc. impacting the ongoing concern status and company's operations.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

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

Company has a proper and adequate internal financial control system, commensurate with the size & scale of its operations. The scope and authority of the internal Audit function is well defined in the Organization. The internal financial control system ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. Internal Auditors independently evaluate the adequacy of internal controls and audit the transactions.

Independence of the audit and compliance is ensured by timely supervision of the Audit Committee over Internal Audit findings. Significant audit observations and corrective actions suggested, if any, are presented to the Audit Committee on regular basis.

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

Company has adopted the Policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy and No Complaints has been received during the financial year.

DETAILS OF COMMISSION RECEIVED BY MD / WTD

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

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

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

CHANGES HAPPENING DURING THE FINANCIAL YEAR

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

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (a) in the preparation of the annual accounts for the year ended 31.03.2022, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs as at 31.03.2022 and of the profit and loss of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis; and
- (e) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Your company did not have any funds lying unpaid or unclaimed for a period of seven years, therefore, there were no funds which were required to be transferred to IEPF.

COMPLIANCES

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

applicable Laws.

SHARE TRANSFER SYSTEM

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

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

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

A. CONSERVATION OF ENERGY

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

B. RESEARCH & DEVELOPMENT

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

C. TECHNOLOGY ABSORPTION

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

D. FOREIGN EXCHANGE EARNINGS AND OUTGO.

	31.03.2022 (Amt.)	31.03.2021 (Amt.)
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

CEO/CFO CERTIFICATION

In accordance with the Regulation 17(8) read with Part B of Schedule V to the SEBI (LODR) Regulations, 2015 pertaining to corporate governance norms, Mr. Raj Kumar Gupta (DIN:00074532), WTD & CFO of the company, have certified, inter-alia, on review of financial statements and establishing and maintaining internal controls for the financial reporting for the year ended 31.03.2022. The said Certificate forms an integral part of this Annual Report and the Certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

FINANCIAL STATEMENTS

Annual Report of F. Y. 2021-22 of the Company containing complete Balance Sheet, Statement of Profit & Loss, other Statements and Notes thereto, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management Discussion and Analysis Report and Corporate Governance Report), Etc. are being sent via email to all shareholders who have provided their Email address(es) and to Others also Full version of Annual Report is also available for inspection at the registered office of the company during working hours upto the date of ensuing AGM.

It is also available at the Company's website www.ditco.in.

NOTICE of the AGM & Annual Report shall also be placed at the website of NSDL/CDSL.

Please note that Members will be supplied, free of cost, Annual Report, upon receipt of written request.

DEMATERIALIZATION OF SHARES

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

EXTRACT OF ANNUAL RETURN (MGT – 9)

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

DISCLOSURES

AUDIT COMMITTEE

Your Directors wish to inform that in Compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

(LODR) Regulations, 2015, an Audit Committee is duly constituted/re-constituted

Audit Committee comprises of the following Directors:-

Sr. No.	Name of the Director	Category of Director
1.	Mr. Pankaj Aggarwal	Chairman, Non- Executive & Independent Director
2.	Mr. Raj Kumar Gupta	Member, Executive & Non- Independent Director
3.	Ms. Lalita Mittal	Member, Non- Executive & Independent Director
4.	Mrs. Preetika Mishra (ACS-32490)	Company Secretary

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

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

NOMINATION AND REMUNERATION COMMITTEE

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

The Nomination and Remuneration Committee comprises of the following Directors:-

Sr. No.	Name of the Director	Category of Director
1.	Mr. Pankaj Aggarwal	Chairman, Non- Executive & Independent Director
2.	Ms. Lalita Mittal	Member, Non- Executive & Independent Director
3.	Mr. Amit Gupta	Member, Non- Executive & Non- Independent Director
4.	Mrs. Preetika Mishra (ACS-32490)	Company Secretary

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

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

In terms of Regulation 20 of SEBI (LODR) Regulations, 2015, the Stakeholders Relationship Committee is duly constituted/ re-constituted.

Sr. No.	Name of the Director	Category of Director
1.	Ms. Lalita Mittal	Chairperson, Non- Executive & Independent Director
2.	Mr. Raj Kumar Gupta	Member, Executive & Non-Independent Director
3.	Mr. Amit Gupta	Member, Non- Executive & Non- Independent Director
4.	Mrs. Preetika Mishra (ACS-32490)	Company Secretary

Details of Committee are furnished in the Report on Corporate Governance.

RISK MANAGEMENT COMMITTEE : Not Applicable

E-VOTING

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

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

APPRECIATION

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

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

Raj Kumar Gupta - DIN: 00074532
WTD & CFO

Place : New Delhi
Dated: 10.08.2022

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
(as on the financial year ended on 31st March 2022)

I. REGISTRATION AND OTHER DETAILS:

i) CIN	L67120DL1982PLC289090
ii) Registration Date	22nd November, 1982 (22.11.1982)
iii) Name of the Company	Decorous Investment & Trading Company Limited
iv) Category / Sub-Category of the Company	Public Company/ Limited by shares
v) Address of the Regd. Office	R-489, GF-B, Ground Floor, New Rajinder Nagar, New Delhi - 110060
vi) contact details	
b.) Website	www.ditco.in
c.) Email i.d.	decorous1982@gmail.com
d.) Phone No.	9910003638
vii) Whether listed company	YES
	1) BSE Ltd. 2) Calcutta Stock Exchange Ltd. (Voluntary Delisting under process) 3) Delhi Stock Exchange Ltd. (DSE stands de-recognised)
viii) Detail of RTA	
a.) Name	Alankit Assignments Limited
b.) Address	R. O. 4E/2, Jhandewalan Extn., New Delhi – 55 C.O. : 205-208, Anarkali Complex, Jhandewalan Extn., New Delhi – 55
c.) Contact	011-42541234, 011-23541234 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	Real Estate, Commission, Consultancy, Service providers etc.		54.34%
2	Other Receipts/Income		45.67%

III. PARTICULARS OF HOLDING AND SUBSIDIARY COMPANIES - NOT APPLICABLE

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 - 31.03.2022

(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	43700	1.27	43700	1.27	
(d)	Financial Institutions/ Banks	0		0		
(e)	Any Others(Specify)	0		0		
(e-I e-ii)						
	Sub Total(A)(1)	43700	1.27	43700	1.27	
2	Foreign					
a	Individuals (Non-Residents Individuals/Foreign Individuals)	0		0		
b	Bodies Corporate0		0			
c	Institutions	0		0		
d	Qualified Foreign Investor	0		0		
e	Any Others(Specify)	0		0		
e-i e-ii		0		0		
	Sub Total(A)(2)	0		0		
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	43700	1.27	43700	1.27	
(B)	Public shareholding					
1	Institutions					
(a)	Mutual Funds/ UTI	0		0		
(b)	Financial Institutions / Banks	0		0		
(c)	Central Government/ State Government(s)	0		0		
(d)	Venture Capital Funds	0		0		
(e)	Insurance Companies	0		0		
(f)	Foreign Institutional Investors	0		0		
(g)	Foreign Venture Capital Investors	0		0		

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

(h)	Qualified Foreign Investor	0		0		
(i)	Any Other (Body Corporate)	0	0	0	0	
(i-ii)						
(i-ii)						
	Sub-Total (B)(1)	0	0	0	0	
B 2	Non-institutions					
(a)	Bodies Corporate	577600	16.74	330300	9.57	-7.17
(b)	Individuals					
I	i. Individual shareholders holding nominal share capital up to ₹ 2 lakh	407687	11.82	1242699	36.02	24.2
II	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	2421013	70.17	1833301	53.14	-17.03
(c)	Qualified Foreign Investor					
(d)	Any Other (specify)	0		0		
(d-I)						
(d-ii)						
	Sub-Total (B)(2)	3406300	98.73	3406300	98.73	0
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	3406300	98.73	3406300	98.73	0
	TOTAL (A)+(B)	3450000	100.00	3450000	100.00	0
(C)	Shares held by Custodians and against which Depository Receipts have been issued					
1	Promoter and Promoter Group					
2	Public					
	Sub-Total (C)	0		0		
	GRAND TOTAL (A)+(B)+(C)	3450000	100.00	3450000	100.00	

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			%change in shareholding during the year
		No. of Shares		% of Shares Pledged / encumbered	No. of Shares		% of Shares Pledged / encumbered	
1	Aditya Estates Pvt. Ltd	24300	0.71	0	24300	0.71	0	0
2	Jeewan Commercial Ltd	9600	0.28	0	9600	0.28	0	0
3	Antique Holdings P Ltd	9800	0.28	0	9800	0.28	0	0
	TOTAL	43700	1.27		43700	1.27		0

(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	Aditya Estates Pvt. Ltd.				
	At the Beginning	24300	0.71	24300	0.71
	At the End of the year	24300	0.71	24300	0.71

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

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

(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	Sukhwinder Lal Gupta				
	At the Beginning	175000	5.07	175000	5.07
	Addition/Deletion	125000	3.62	125000	3.62
	At the End of the year	50000	1.45	50000	1.45

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	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	170000	4.93	170000	4.93
	At the End of the year	170000	4.93	170000	4.93

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	Richa Gupta				
	At the Beginning	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	155000	4.49	155000	4.49
	At the End of the year	155000	4.49	155000	4.49

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
6	Nupur Aggarwal				
	At the Beginning	140300	4.07	140300	4.07
	At the End of the year	140300	4.07	140300	4.07

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
7	Rekha Gupta				
	At the Beginning	135550	3.93	135550	3.93
	At the End of the year	135550	3.93	135550	3.93

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
8	Seema Gupta				
	At the Beginning	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	Rajesh Gupta				
	At the Beginning	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	Raman Mittal				
	At the Beginning	89863	2.60	89863	2.60
	At the End of the year	89863	2.60	89863	2.60

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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

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

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans / Advances	Deposits
Indebtedness at the beginning of the financial year	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	0	NIL
Change in Indebtedness during the financial year			
* Addition		0	
* Reduction		0	
Net Change	NIL	0	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

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

Sl. no	Particulars of Remuneration	Total Amount (in Rs.)	
		Per Month	Upto 31.03.2022
	RAJ KUMAR GUPTA - WTD & CFO		
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25,000/-	3,00,000/-
	(b) Value of perquisites u/s17(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)		3,00,000/-
	Ceiling as per the Act		

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

B. REMUNERATION TO OTHER DIRECTORS:

Sl. no	Particulars of Remuneration	Per Month	Upto 31.03.2022
1	Independent Director *Fee for attending Board Committee Meeting * Commission *Other, Please Specify	NIL	NIL
	Total (1)	NIL	NIL
2	Other Non-Executive Directors *Fee for attending board Committee Meeting *Commission *Other, Please Specify	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration Overall Ceiling as per the Act	NIL	NIL

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

Sl. no		Per Month	Upto 31.03.2022
1	Mr. Manish Sinha (ACS-A39188) Company Secretary appointed w.e.f. 16.07.2018, Resigned w.e.f. 12.11.2021	30,000/-	4,00,000/-
2	Mrs. Preetika Mishra (ACS-A32490) (w.e.f. 07.02.2022)		44,672/-

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

By Order of the Board of Directors
DECOROUS INVESTMENT & TRADING CO. LTD.
Raj Kumar Gupta - DIN: 00074532
WTD & CFO

Place : New Delhi
Dated: 10.08.2022

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

B. Bhushan & CO.

Company Secretaries

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

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED on 31.03.2022

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

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

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year starting from 1.04.2021 ended on 31.03.2022 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 2022 according to the provisions of:

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

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

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Bombay Stock Exchange, 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.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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

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

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

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

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

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

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

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

We further report that the Board of Directors of the Company, pass the resolution, on 9th November, 2020, for Voluntary De-Listing of Equity Shares of the Company from The Calcutta Stock Exchange Limited and the matter is under process.

Further, BSE issued communication for non compliance of various regulations and SOP under SEBI(LODR) and froze the Promoter holdings for debit, and Company has filed proper & / suitable replies.

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

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

For
B.Bhushan & Company
(Company Secretaries)

Bharat Bhushan Garg
(Proprietor)
M. No. : A31951
CoP No. : 14469
UDIN : A031951D000361313

Date : 21.05.2022
Place: New Delhi

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

B. Bhushan & CO.

Company Secretaries

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

SECRETARIAL COMPLIANCE REPORT

for the year ended on 31-03-2022

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

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

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

for the year ended on 31.03.2022 (“Review Period”) in respect of compliance with the provisions of :

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

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

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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

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

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

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

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

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, etc	Observations/ remarks of the Practicing Company Secretary, if any.
-	-	-	-	-

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
-	-	-	-	-

We further report that the Board of Directors of the Company, pass the resolution, on 9th November, 2020, for Voluntary De-Listing of Equity Shares of the Company from The Calcutta Stock Exchange Limited and the matter is under process.

Further ,BSE issued communication for non compliance of various regulations and SOP under SEBI(LODR) and froze the Promoter holdings for debit, and Company has filed proper &/suitable replies..

For B.Bhushan & Company
(Company Secretaries)

Date : 21-05-2022
Place : New Delhi

Bharat Bhushan Garg
(Proprietor)

M. No. : A31951

CoP No. : 14469

Udin:- A031951D000361280

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors Present Company's Management Discussion and Analysis Report for the year ended on 31.03.2022

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

FORWARD LOOKING STATEMENT

Statement in this Report, particularly those which relate to Management Discussion and Analysis, describing the company's future plans, objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations.

Actual results may vary materially from those either expressed or implied.

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

INDUSTRY STRUCTURE & DEVELOPMENTS

The Indian real estate sector has come a long way and is today one of the fastest growing markets in the world. It comprises many sub-sectors – housing, retail, hospitality, farms, residential, and commercial. While housing contributes to 5-6% of India's gross domestic product (GDP), the remaining sub-sectors are also increasing at a fast pace. The total realty market in the country is expected to touch US\$ 180 billion by 2025.

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

OPPORTUNITIES

- Real estate contributes about 5% to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2 per cent during FY 2020-30.
- The Indian construction and real estate sector continues to be a favoured destination for global investors. Several large global investors, including a number of sovereign funds, have taken the first move by partnering with successful local investors and developers for investing in the Indian real estate market.
- The residential asset class looks to have great potential for growth with housing requirements growing across cities.
- Demand for space from sectors such as education and healthcare has opened up ample opportunities in the real estate sector. The country still needs to add 3 million hospital beds to meet the global average of three for every 1,000 people.
- Government of India focus on affordable homes for all by 2022, the creation of 100 Smart Cities and infrastructure development across India, the real estate industry has much to look forward.

THREATS

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

OUTLOOK

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

CHANGES HAPPENING DURING THE FINANCIAL YEAR

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

DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

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

**BY ORDER OF THE BOARD OF DIRECTORS
DECOROUS INVESTMENT & TRADING CO. LTD.**

**Place : New Delhi
Dated: 10.08.2022**

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

REPORT ON CORPORATE GOVERNANCE

THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

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

BOARD OF DIRECTORS

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

Composition:

Board of Directors comprise of 4 (four) Directors as on 31.03.2022 namely

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

BOARD MEETING

During the financial year ended March 31, 2022, 04 (Four) Meetings of the Board of Directors were held as against the minimum requirement of 4 times. None of the two Board Meetings have a gap of more than 120 days in between them.

The dates of Board meetings and Directors attendance record is given below:

BOARD MEETINGS DATES:-

S No.	Date – Board Meeting	S. No.	Date – Board Meeting
1.	26.06.2021	3.	08.11.2021
2.	11.08.2021	4.	07.02.2022

Attendance Record of Directors

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

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

Notes:

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

CODE OF CONDUCT

Code of Conduct for Members of the Board and Senior Management is a comprehensive Code applicable to Executive and Non-Executive Directors as well as members of the Senior Management.

Code of Conduct is available on the Company's website www.ditco.in

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 2021-22.

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

DEMATERIALIZATION OF SHARES AND LIQUIDITY

98.54% of the equity shares of the company have been dematerialized as on 31.03.2022. The Company has entered into Agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of Depositories and cast their electronic vote.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This Audit is carried out every Quarter and the Report thereon is submitted to the Stock Exchange(s) where the Company's shares are Listed.

Audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

NOMINATION

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

BRIEF RESUME OF RETIRING DIRECTOR

Mr. Amit Gupta (DIN: 00074483) holds M.B.A. & M.COM Degrees and has more than 15 years of experience in the fields of Stock Market, Finance, Real Estate, Gems, Jewellery etc., and he retires by rotation and being eligible he has offered for re-appoint.

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

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

COMMITTEES OF THE BOARD

The Board has constituted/reconstituted 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.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

i) Terms of Reference

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

Further the Audit Committee shall mandatorily review the following information:

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

ii) Composition:

Audit Committee comprise of three Board Members -

Mr. Pankaj Aggarwal, Chairman, Non - Executive / Independent Director,

Mr. Raj Kumar Gupta, Executive & Non - Independent Director and

Ms. Lalita Mittal, Non- Executive & Independent Director.

ACS Preetika Mishra, Company Secretary

Mr. Pankaj Aggarwal is heading the Audit Committee.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Audit Committee has been constituted by the Board of Directors in its various Board meetings to look into the matters related to the Financial Reporting and Compliance of the Company with regulatory & legal requirements.

Meeting and attendance:

Audit Committee have met 4 (Four) times i.e. 26.06.2021, 11.08.2021, 08.11.2021 and 07.02.2022 during financial year 2021-22.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Pankaj Aggarwal	4	4
2.	Ms. Lalita Mittal	4	4
3.	Mr. Raj Kumar Gupta	4	4
4.	Mr. Manish Sinha ACS	3	3
5.	Mrs. Preetika Mishra - ACS	1	1

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 various meetings has constituted/reconstituted 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

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

Constitution of the Committee:

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

- | | | | |
|----|----------------------------|---|---|
| 1. | Mr. Pankaj Aggarwal | : | Chairman, Non-Executive & Independent Director |
| 2. | Ms. Lalita Mittal | : | Non-Executive & Independent Director |
| 3. | Mr. Amit Gupta | : | Non-Executive & Non-Independent Director |
| 4. | ACS Manish Sinha | : | Company Secretary (resigned w.e.f. 12.11.2021) |
| 5. | Mrs. Preetika Mishra - ACS | : | Company Secretary (appointed w.e.f. 07.02.2022) |

Mr. Pankaj Aggarwal is the chairman of the committee.

ATTENDANCE RECORD & DETAILS OF THE COMMITTEE MEETING

Remuneration and Nomination committee have met 4 (Four) times i.e.26.06.2021, 11.08.2021, 08.11.2021 and 07.02.2022 during financial year 2021-22.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Pankaj Aggarwal	4	4
2.	Ms. Lalita Mittal	4	4
3.	Mr. Amit Gupta	4	4
4.	Mr. Manish Sinha ACS	3	3
5.	Mrs. Preetika Mishra - ACS	1	1

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

S. No.	Director	Remuneration (in Rs.)
1.	Mr. Raj Kumar Gupta, WTD & CFO	3,00,000/-

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

[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, Executive & Non Independent Director, Ms. Lalita Mittal, Non-Executive & Independent Director and Mr. Amit Gupta, Non-Executive & Non-Independent Director & ACS Preetika Mishra, Company Secretary

Mr. Lalita Mittal is heading the Committee.

Meetings and attendance:

Shareholders / Investors Grievance Committee have met 4 (four) times i.e. i.e. 26.06.2021, 11.08.2021, 08.11.2021 and 07.02.2022 during financial year 2021-22.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Raj Kumar Gupta	4	4
2.	Ms. Lalita Mittal	4	4
3.	Mr. Amit Gupta	4	4
4.	Mr. Manish Sinha ACS	3	3
5.	Mrs. Preetika Mishra - ACS	1	1

COMPLAINTS STATUS

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

DIRECTOR'S SHAREHOLDING

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

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

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

- (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.

RISK MANAGEMENT COMMITTEE : Not mandatory hence not applicable to the Company.

INDEPENDENT DIRECTORS

Independent Directors of the company have additionally met 2 times in the financial year 2021-22 including for to :-

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

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

ANNUAL GENERAL MEETINGS

Date and Venue of last Four Annual General Meetings :-

Nature of Meeting	Date	Venue	Special Resolution passed
AGM for FY 2020.21	24.09.2021	Registered Office: R – 489, GF – B, New Rajinder Nagar, New Delhi - 110060	None
AGM for FY 2019-20	25.09.2020	Registered Office: R – 489, GF – B, New Rajinder Nagar, New Delhi - 110060	None
AGM for FY 2018-19	25.09.2019	Registered Office: R – 489, GF – B, New Rajinder Nagar, New Delhi - 110060	Appointment of Mr. Raj Kumar Gupta as W.T.D. & C.F.O.
AGM for FY 2017-18	24.09.2018	Registered Office: R – 489, GF – B, New Rajinder Nagar, New Delhi - 110060	None

DISCLOSURES

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

MEANS OF COMMUNICATION

- Company communicates with shareholders through its Annual Report, Publication of Notices & Financial Results, Website, etc.
- Board of Directors approves and takes on record the Un-audited financial results within 45 days of the close of the Quarter except March end quarter and the Results are announced to the BSE Ltd & CSE Ltd. Further the highlights of the Quarterly results are published in the Newspapers.
- Various sections of the Company's website www.ditco.in keep the investors updated on material developments like management, financial information, quarterly reports, announcements, etc.
- Compliances of BSE are uploaded at their Online Portal – Listing Centre including XBRL submission.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

GENERAL SHAREHOLDER INFORMATION

- a) **Annual General Meeting**
Date and Time : **Friday, 23.09.2022 at 11:00 A.M.**
Via / venue : **through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').**
however, the venue of the meeting shall be deemed to be the registered office of the company situated R-489,GF-B, New Rajinder Nagar, New Delhi-110060
- b) **Financial Year of the Company** :
Tentative Schedule for Financial Year 2022-23
1st Quarter ending June 30, 2022 : July/August, 2022
2nd Quarter ending September 30, 2022 : October/November, 2022
3rd Quarter ending December 31, 2022 : January/February, 2023
Annual Result for the year ended March 31, 2023 : May, 2023
- c) **Date of Book Closure / Record Date** : 17th - 25th September, 2022
(Both days inclusive)
- d) **Registered Office** : R-489, GF-B, New Rajinder Nagar
New Delhi-110060
- e) **Dividend Payment date** : N.A.
- f) **Listing of Equity Shares on Stock Exchange(s)** :
● BSE Ltd.
● Calcutta Stock Exchange Ltd.
● Delhi Stock Exchange Ltd.
(DSE stands de-recognized)
- g) **Stock Code**
BSE Ltd : 539405
Calcutta Stock Exchange : 014338
Delhi Stock Exchange : 04029
- h) **Registrar & Share Transfer Agents** : Alankit Assignments Limited
- I **Liquidity**
Equity Shares of your Company are listed on BSE Ltd & Trading status is active at BSE but Trading Platform is not available at DSE & CSE.
- j) **Market Price Data**
BSE Ltd: 52 Week High: Rs. 22.95 and 52 Week Low: Rs. 14.85
At CSE, market price of the share is not available for want of Trading Platform.
- k) **Dematerialization of Shares**
98.54% Shares are in DEMAT made with CDSL & NSDL.
- l) **Outstanding GDRs/ADRs/Warrants or any other convertible instruments**
Your Company does not have any GDRs /ADRs / Warrants or any other Convertible Instruments.
- m) **Investor Correspondence**
(i) For transfer of shares, payment of dividend & any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at following address:
Mr. J. K. Singla (Sr. Manager)
M/s Alankit Assignments Limited
Address: 4-E/2, Jhandewalan Extension, New Delhi-110055
Contact: 011-4254 1234, 2354 1234 Email id: rta@alankit.com
(ii) Mrs. Preetika Mishra (ACS:32490) Company Secretary & Compliance Officer, at its Registered Office.
- n) **Address for Correspondence**
The Correspondence may be addressed to
Company Secretary & Compliance Officer, at Registered Office of the Company,
OR
Mr. J. K. Singla, Senior Manager, Alankit Assignments Ltd., at
4-E/2, Jhandewalan Extension, New Delhi-110055,
Tel. No. +91-4254-1234, 2354 1234, Email id: rta@alankit.com.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

o) SHAREHOLDING PATTERN

Shareholding pattern as on 31st March, 2022:

Category code (I)	Category of Shareholder (II)	Number of shares (III)	Total number of Shareholders (IV)
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/ Hindu Undivided Family	0	0
(b)	Central Government/ State Government(s)		
(c)	Bodies Corporate	3	43700
(d)	Financial Institutions/ Banks		
(e)	Any Others(Specify)		
(e-I)			
(e-II)			
	Sub Total(A)(1)	3	43700
A 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)	3	43700
(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
(i)	Any Other (specify)	0	0
(i-II)			
(i-II)			
	Sub-Total (B)(1)	0	0
B 2	Non-institutions		
(a)	Bodies Corporate	4	330300
(b)	Individuals		
I	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	707	1242699
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	21	1833301
(c)	Qualified Foreign Investor		
(d)	Any Other (specify)	0	0
(d-I)			
(d-II)			
	Sub-Total (B)(2)	732	3406300

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	732	3406300
	TOTAL (A)+(B)	735	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)	735	3450000

VIGIL MECHANISM - WHISTLE BLOWER POLICY

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

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

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

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

Principles

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

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

Place : New Delhi
Dated: 10.08.2022

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

B. Bhushan & CO.

Company Secretaries

1195, Gali Babu Ram

Sita Ram Bazar, Delhi - 110006

Email : b.bhushanandcompany@gmail.com

Mobile: 9650555376, 9311531800

CERTIFICATE ON THE COMPLIANCE WITH CORPORATE GOVERNANCE

To The Members

Decorous Investment and Trading Company Limited

We have examined the compliance of conditions of Corporate Governance by **Decorous Investment and Trading Company Limited** for the year ended on 31st March, 2022, as prescribed in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "SEBI (LODR) Regulations, 2015") (erstwhile Clause 49 of the Listing Agreement).

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

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

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

Further, BSE issued communication for non compliance of various regulations and SOP under SEBI(LODR) and froze the Promoter holdings for debit, and Company has filed proper & / suitable replies.

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

For B. Bhushan & Company
(Company Secretaries)

Bharat Bhushan Garg
(Proprietor)

M. No. : A31951

CoP No. : 14469

UDIN: AO3195IC000770975

Place : New Delhi

Dated: 10.08.2022

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

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

- a. I have reviewed financial statements and the cash flow statement and the Directors' Report of FY 2021-22 and that to the best of my knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the company which are fraudulent, illegal or violative of the company's code of conduct or ethics policy.
- c. I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the Auditors and the Audit committee
 - i. significant changes in internal control during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which they have become aware and the involvement, if any, of the management or an employee having a significant role in the company's internal control system.

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

Place : New Delhi

Dated: 10.08.2022

Raj Kumar Gupta - DIN: 00074532

Whole Time Director & CFO

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

G.K. KEDIA & CO.
Chartered Accountants

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

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
DECOROUS INVESTMENT AND TRADING COMPANY LIMITED**

Opinion

We have audited the accompanying Financial Statements of **DECOROUS INVESTMENT AND TRADING COMPANY LIMITED, [CIN: L67120DL1982PLC289090]** ("the company") which comprises the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss for the year ended, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies, Act 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the company as at 31.03.2022;
- b) In the case of the Statement of Profit and Loss, of the Profit of the company for the year ended on that date.
- c) In the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date.
- d) In the case of the Changes in Equity, of the equity flows of the company for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Management's responsibilities for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SA's will always detect a material misstatement when it exists, As part of an audit in accordance with SA's professional

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

judgment is exercised and professional skepticism is maintained throughout the audit. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Department of Company Affairs, in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure – "I" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we Report that:
 - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit & Loss (Including other comprehensive income), Cash Flow Statement and Change in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
 - e) On the basis of written representations received from the Directors as on 31st March, 2022 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of section 164(2) of the Act.
 - f) The company has no branch offices and consequently we have not received any report on accounts of accounts of branch of the company.
 - g) With respect to the adequacy of the internal financial controls with reference to financial statement of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure– "II".
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors), Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigation which would impact its financial position;
 - (ii) The Company has not entered in any of the long-term derivative contracts as on March 31, 2022. Therefore, the Company does not require making any provision thereof, as required under the applicable law or accounting standards.
 - (iii) No amount is required to be transferred to the Investor Education and Protection Fund by the company as on March 31, 2022.
 - (iv) The management has represented that, to the best of its knowledge & belief, other than those disclosed in the notes to accounts,
 - a) No funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding whether recorded in writing or otherwise, that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
 - b) No funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - c) Based on the information & explanation provided to us & performing such audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to the notice that has caused to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - (v) No Dividend declared or paid during the year by the company which is in compliance with section 123 of the Companies Act, 2013.

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

Kanishka Aggarwal
Partner
Membership No. 544129
UDIN: 22544129AJISEY9480

Place: New Delhi
Date: 21.05.2022

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

ANNEXURE - "I"

ANNEXURE - "I" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF DECOROUS INVESTMENT AND TRADING COMPANY LIMITED

(as referred in Paragraph 1 of Other Legal and Regulatory Matters in Independent Auditor's Report)

We report on the matters contained in Paragraph 3 of the Companies (Auditor's Report) Order, 2020 as follows:

- i) a) A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- B) According to the information and explanation given to us, there are no intangible assets held by the company. So, this sub-clause is not applicable to the Company.
- b) According to the information and explanation given to us, those fixed assets were physically verified by the management at reasonable intervals & no material discrepancies have been noticed.
- c) According to the information and explanation given to us, there is no immovable property held by the company.
- d) The company has not revalued its Property, Plant & Equipment (including Right of Use assets) or intangible assets or both during the year.
- e) No Proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 & rules made thereunder.
- ii) a) According to the information and explanation given to us, there is no inventory held by the company. So, this sub-clause is not applicable to the Company.
- b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks or financial institutions, at any point of time during the year on the basis of security of current assets.
- iii) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not granted loans and advances, secured or unsecured, to companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- a) In respect of loans or advances in nature of loans provided or stood guarantee or provided security to any other entity.

A) With respect to subsidiaries, joint ventures & associates

Particulars	Aggregate Amt during the year	Balance o/s as on 31 st March 2022
N.A.	N.A.	N.A.

B) With respect to parties other than subsidiaries, joint ventures & associates

Particulars	Aggregate Amt during the year	Balance o/s as on 31 st March 2022
N.A.	N.A.	N.A.

- b) The terms of loans and advances in nature of loans and guarantees provided are not prejudicial to the company's interest.
- c) In respect of loans and advances in nature of loans, the repayment of principal will be made as bullet payment within the stipulated time by the borrower and payment of interest has been stipulated and the receipts are regular.
- d) The total amount overdue for more than ninety days is Rs. 2,04,730.00 and the company has provided constant reminders for payment of interest to the borrowers of such loans.
- e) The company has not renewed or extended or granted any fresh loans to settle the overdues of existing loans. Therefore, this sub-clause is not applicable to the company.
- f) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- iv) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has complied with the provisions of section 185 & 186 of the Companies Act, 2013 in respect of loans, Investments, Guarantees and Securities;

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

- v) The Company has not accepted any deposits from the public in accordance with the provisions of sections 73 to 76 of the Act and the rules framed thereunder.
- vi) Company is not covered by the Companies (Cost Records and Auditors) Rules, 2014; so this clause is not applicable to company.
- vii) According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company has been regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, Income Tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it with the appropriate authorities and as on 31.03.2022, no amount was outstanding for a period of more than six months from the date they became payable;
 - b) No dues were required to be deposited on account of any dispute with income tax or sales tax or service tax or duty of customs or duty of excise or value added tax. Therefore, this sub-clause is not applicable for this company;
- viii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company does not have any transactions to be recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix)
 - a) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company does not have any loans or borrowing from a financial institution, bank, Government or dues to debenture holders, therefore this clause of the Order is not applicable to this company;
 - b) The company is not a declared willful defaulter by any bank or financial institution or other lender.
 - c) No Term loans were applied by the company during the year.
 - d) Funds raised on short term basis have not been utilised for long term purposes.
 - e) Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.
 - f) Company has not raised loans during the year on pledge of securities held in its subsidiaries, joint ventures, or associate companies.
- x)
 - a) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company did not raise any moneys by way of IPO/ FPO (including debt instruments) and term loans during the year, therefore this clause of the Order is not applicable to this company;
 - b) Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi)
 - a) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, no fraud by Company or any fraud on the company by its officers or employees has been noticed or reported during the year;
 - b) No Report under sub-section (12) of section 143 of the companies act was required to be filed in form ADT-4 as prescribed under rule 13 of companies (audit and auditors) rules, 2014 with the central government.
 - c) Whistle blower complaints if any, received by the company during the year has been duly considered.
- xii) The Company is not Nidhi company, therefore the provisions of clause (3) (xii) of the Order are not applicable to the company;
- xiii) In our opinion and according to the information and explanations given to us, all related party's transactions are in compliance with sections 177 and 188 of Companies Act, 2013 and the details of same have been disclosed in Ind AS financial statements etc., as required by the applicable accounting standards;
- xiv)
 - a) The company has maintained an adequate internal audit system commensurate with the size and nature of its business;
 - b) The reports of the Internal Auditors for the period under audit were considered by the statutory auditors for the purpose of drawing the opinion.
- xv) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not entered into any non – cash transactions with directors or person connected with him, during the reporting period, therefore this clause of the Order is not applicable to this company;
- xvi)
 - a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934.
 - b) Company has not conducted any non banking financial or housing finance activities without a valid certificate of registration from the Reserve Bank of India, as per Reserve Bank of India Act, 1934.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

- c) Company is not a core investment company (CIC) as defined in the regulation made by the Reserve Bank of India, so this clause is not applicable.
 - d) The group has not CIC as part of the group.
- xvii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii) According to the information and explanations given to us, there has not been any resignation of the statutory auditors during the year. Therefore, this clause is not applicable for the company;
- xix) According to the information and explanations given to us and on the basis of our examination of the books of accounts, on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- xx) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company is not having any ongoing projects or are coming in the upcoming future. Therefore, this clause of the Order is not applicable to the company;
- xxi) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company is a standalone company and doesn't prepare any consolidated financials. Therefore, this clause of the Order is not applicable to the company.

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

Kanishka Aggarwal
Partner
Membership No. 544129
UDIN: 22544129AJISEY9480

Place: New Delhi
Date: 21.05.2022

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

(As referred in Paragraph 2(g) of Other Legal and Regulatory Matters in Independent Auditor's Report)

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

We have audited the internal financial controls over financial reporting of **DECOROUS INVESTMENT AND TRADING COMPANY LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR'S RESPONSIBILITY

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

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Chartered Accountants

F. R. No.: 013016N

Kanishka Aggarwal

Partner

Membership No. 544129

UDIN: 22544129AJISEY9480

Place: New Delhi

Date: 21.05.2022

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING CO. LTD

CIN: L67120DL1982PLC289090

BALANCE SHEET AS AT MARCH 31, 2022

(AMOUNT IN Rs.)

Particulars	Notes	As At March 31, 2022	As At March 31, 2021
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment and Intangible Assets	3	24,807.79	29,910.35
(b) Financial Assets			
(i) Loans	4(i)	16,000,000.00	17,500,000.00
(ii) Other Financial Assets	4(ii)	500,000.00	500,000.00
(c) Deferred tax Assets (Net)	5	14,496.34	16,333.92
(d) Other Non Current Asset	6	11,300,000.00	15,700,000.00
Total Non-Current Assets		27,839,304.13	33,746,244.27
Current Assets			
(a) Financial Assets			
(i) Cash and Cash Equivalents	7	6,844,908.30	155,904.07
(ii) Other Financial Assets	8	485,086.00	552,501.00
(b) Other Current Assets	9(i)	0.00	13,000.00
(c) Current Tax Asset	9(ii)	370,647.00	316,867.00
Total Current Assets		7,700,641.30	1,038,272.07
Total Assets		35,539,945.43	34,784,516.34
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	10	34,500,000.00	34,500,000.00
(b) Other Equity	11	773,300.43	48,254.34
Total Equity		35,273,300.43	34,548,254.34
Liabilities			
Current Liabilities			
(a) Current Tax Liability	12	212,000.00	180,740.00
(b) Other Current Liabilities	13	54,645.00	55,522.00
Total Current Liabilities		266,645.00	236,262.00
Total Equity and Liabilities		35,539,945.43	34,784,516.34

Significant Accounting Policies
Notes to Financial Statements

2
2 to 32

As per our Report of even date attached

For G. K. Kedia & Co.

Chartered Accountants

FRN : 013016N

Kanishka Agarwal

Partner

M. No. 544129

Place: New Delhi

Date : 21.05.2022

For Decorous Investment & Trading Co. Ltd.

Raj Kumar Gupta

WTD & CFO

DIN: 00074532

Amit Gupta

Director

DIN: 00074483

Preetika Mishra-A32490

Company Secretary cum Compliance Officer

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING CO. LTD

CIN: L67120DL1982PLC289090

**STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2022**

(AMOUNT IN Rs.)

Particulars	Note	Year Ended March 31,2022	Year Ended March 31,2021
I Revenue from Operations	14	1,862,500.00	1,500,000.00
II Other Income	15	1,565,440.00	1,454,152.00
III Total Income		3,427,940.00	2,954,152.00
IV EXPENSES :			
Employee Benefits Expense	16	1,154,084.00	861,400.00
Finance costs	17	833.00	26,705.37
Depreciation and Amortization expenses	3	5,102.52	7,205.26
Other Expenses	18	1,288,129.76	2,039,777.51
Total Expenses		2,448,149.28	2,935,088.14
V Profit/(loss) before exceptional items and tax		979,790.72	19,063.86
VI Exceptional items		0.00	7,500.00
VII Profit/(loss) after exceptional and before tax		979,790.72	11,563.86
VIII Tax Expense/(credit) :			
Current Tax		252,907.00	3,490.00
Deferred Tax		1,837.29	1,818.14
IX Profit/(loss) from Continuing operation for the year		725,046.43	6,255.72
X Other Comprehensive Income/(Loss)			
-Item that will not be subsequently reclassified to profit or loss		0.00	0.00
-Item that may be subsequently reclassified to profit or loss:		0.00	0.00
Total Other Comprehensive Income/(loss) for the year		0.00	0.00
XI Total Comprehensive Income for the year (IX+X) comprising Profit/(Loss) and Other comprehensive Income for the year)		725,046.00	6,256.00
XII Earning per equity share (for discontinued & continuing operation) (Equity share of par value of Rs. 10 each)			
Basic		10.00	10.00
Diluted		0.210	0.002
		0.210	0.002
Significant Accounting Policies	2		
Notes to Financial Statements	2 to 32		

As per our Report of even date attached

For G. K. Kedia & Co.

Chartered Accountants

FRN : 013016N

Kanishka Agarwal

Partner

M. No. 544129

Place: New Delhi

Date : 21.05.2022

For Decorous Investment & Trading Co. Ltd.

Raj Kumar Gupta

WTD & CFO

DIN: 00074532

Amit Gupta

Director

DIN: 00074483

Preetika Mishra-A32490

Company Secretary cum Compliance Officer

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING CO. LTD

CIN: L67120DL1982PLC289090

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2022

(AMOUNT IN Rs.)

PARTICULARS	As At March 31, 2022	As At March 31, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit after tax	725,046.00	6,256.00
Adjustments For :-		
Add: Income tax	252,907.00	3490.00
Less: Deferred tax	(1,837.29)	(1,818.14)
Add: Depreciation	5,102.52	7,205.26
Less: Interest / Dividend Received	0.00	0.00
Operating profit before working capital changes	984,893.53	18,769.13
(Increase)/Decrease in Trade Receivable	0.00	894,000.00
(Increase)/Decrease in other financial Assets	67,415.00	8,929.00
(Increase)/Decrease in other current assets	(239,907.00)	12,355.66
Increase/(Decrease) in current liabilities	30,383.00	14,492.00
(Increase)/Decrease in Loans and Advances	0.00	0.00
Direct Taxes paid/Refund Received	(178,099.00)	51,778.00
Net Cash Flow from operating activities	664,685.53	1,000,323.79
B. CASH FLOW FROM INVESTING ACTIVITIES		
Prepaid Rent	0.00	0.00
Security Deposit Given	0.00	(31,250.00)
Fixed Assets Purchase	0.00	0.00
Investment in Non-Current Assets	5,900,000.00	(1,000,000.00)
Net Cash Flow from Investing activities	5,900,000.00	(1,031,250.00)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest Income	0.00	0.00
Net Cash Flow from financing activities	0.00	0.00
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS	6,564,685.53	(30,926.21)
CASH AND CASH EQUIVALENTS		
Beginning of the year	155,904.07	186,830.57
End of the year	6,720,589.30	155,904.07

Significant Accounting Policies
Notes to Financial Statements

2
2 to 32

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

Kanishka Agarwal
Partner
M. No. 544129

Place: New Delhi
Date : 21.05.2022

For Decorous Investment & Trading Co. Ltd.

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

Preetika Mishra-A32490
Company Secretary cum Compliance Officer

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING CO. LTD

CIN: L67120DL1982PLC289090

STATEMENT OF CHANGES IN EQUITY

A. Equity Share Capital

Particulars	Number of shares	Amount in (Rs.)
Balance as at April 1, 2021	3,450,000.00	34,500,000.00
Change in Equity Share Capital due to Prior Period Error	0.00	0.00
Change in Equity Share Capital during the year	0.00	0.00
Balance as at March 31, 2022	3,450,000.00	34,500,000.00
Balance as at April 1, 2020	3,450,000.00	34,500,000.00
Change in Equity Share Capital due to Prior Period Error	0.00	0.00
Change in Equity Share Capital during the year	0.00	0.00
Balance as at March 31, 2021	3,450,000.00	34,500,000.00

B. Other Equity

(Amount in Rs.)

Particulars	Reserve & Surplus
Retained Earning	
Balance as at April 1, 2021	48,254.30
Changes in accounting policy or prior period errors	0.00
Restated balance at the beginning	48,254.30
Profit during the year	725,046.43
Other Comprehensive Income	0.00
Total Comprehensive Income	821,555.02
Transfer of profit to general reserve during the year	0.00
Balance as at March 31, 2022	821,555.02
Balance as at April 1, 2020	41,998.32
Changes in accounting policy or prior period errors	0.00
Restated balance at the beginning	41,998.32
Profit during the year	6,255.99
Other Comprehensive Income	0.00
Total Comprehensive Income	48,254.30
Transfer of profit to general reserve during the year	0.00
Balance as at March 31, 2021	48,254.30

Significant Accounting Policies 2
Notes to Financial Statements 2 to 35

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

Kanishka Agarwal
Partner
M. No. 544129

Place: New Delhi
Date : 21.05.2022

For Decorous Investment & Trading Co. Ltd.

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

Preetika Mishra-A32490
Company Secretary cum Compliance Officer

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS

1. **COMPANY OVERVIEW**

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

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

Now, the Company has continued the business as a Consultants and Service Providers, etc.

2. **SIGNIFICANT ACCOUNTING POLICIES**

2.1 **General information and statement of compliance with Ind AS**

These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented. These financial statements were approved for issue by the Board of Directors on 09th May, 2022.

2.2 **Basis for preparation of Financial Statements**

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

2.3 **Use of estimates**

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India and also these financial statements are in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make judgment, estimates and assumptions that affect the reported amounts of revenue, expense, assets and liabilities, and the accompanying disclosures and the disclosure relating to contingent liabilities as at the date of the financial presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected. Any revision in accounting estimates is recognized prospectively in the period of change and material revision, including its impact on financial statements, is reported in the notes to accounts in the year of incorporation of revision.

2.4 **Revenue recognition**

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

Dividend income is recognized when the right to receive payment is established. Interest income is recognized using effective rate of interest method *except refer Note No.20.*

2.5 **Employee benefits**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

2.6 **Property, Plant and Equipment and Intangible Assets**

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow and the

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS

cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.

Depreciation has been provided based on estimated useful life assigned to each asset in accordance with Schedule II of the Companies Act, 2013.

Intangible assets purchased are measured at cost as at the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any.

Intangible assets consist of rights under licensing agreement and software licences which are amortised over licence period which equates the economic useful life ranging between 2-5 years on a straight-line basis over the period of its economic useful life.

Intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

2.7 Impairment of Assets

(i) Financial assets

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

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

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

Non-financial assets other than goodwill suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.8 Provisions and Contingent liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.9 Income Taxes & Deferred Taxes

Tax expense recognized in Standalone Statement of Profit and Loss comprises the sum of deferred tax and current tax.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is recognize on temporary differences between the carrying amount of asset and liabilities in the financial statement and the corresponding tax bases used in computation of taxable profit under Income Tax Act, 1961.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

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

2.10 Cash and Cash Equivalents

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

2.11 Functional & Presentation Currency

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

2.12 Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares.

Basic EPS is calculated by dividing the net profit for the period attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted EPS is calculated by dividing the net profit for the period attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

2.13 Operating lease

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

2.14 Cash Flow Statement

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

The net cash flow from operating activities is determined by adjusting net profit or loss for the effects of:

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

2.15 Financial instruments

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

(Financial assets : Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortized cost.

Subsequent Measurement

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

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

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

A financial asset that meets the following two conditions is measured at **amortized cost**:

● Business Model Test:

The objective of the company's business model is to hold the financial asset to collect the contractual cash flows.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES FORMING INTEGRAL PART OF FINANCIAL STATEMENTS

- **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through **OCI**:-

Business Model Test:

The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

Cash flow characteristics test:

The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through **profit and loss**.

(ii) Financial Liabilities

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

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

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

2.16 Fair Value Measurement

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

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

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

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

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

DECOROUS INVESTMENT & TRADING CO. LTD

CIN: L67120DL1982PLC289090

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note No:- 3

PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	GROSS VALUE AS ON 1-4-2021	ADDI-TION	DELE-TION	GROSS VALUE AS ON 31-03-2021	ACCUMU-LATED DEPRE-CIATION	CURRENT YEAR DEPRE-CIATION	TOTAL DEPRE-CIATION	WDVAS ON 31-3-2022	WDVAS ON 31-03-2021
(A) Office Equipment									
1. Computer	61,150.00	0.00	0.00	61,150.00	58,054.89	0.00	58,054.89	3,095.11	3,095.11
2. Security Camera	45,000.00	0.00	0.00	45,000.00	42,752.45	0.00	42,752.45	2,247.57	2,247.55
3. Battery & Invertor	32,000.00	0.00	0.00	32,000.00	30,399.99	0.00	30,400.04	1,599.88	1,600.01
4. Mobile Phone	69,000.00	0.00	0.00	69,000.00	65,550.00	0.00	65,550.00	3,450.02	3,450.00
(B) Furniture and Fixtures									
1. Furniture	62,840.00	0.00	0.00	62,840.00	43,322.31	5,102.52	48,424.83	14,415.21	19,517.69
TOTAL	269,990.00	0.00	0.00	269,990.00	240,079.65	5,102.52	245,182.21	24,807.79	29,910.35
PREVIOUS YEAR	269,990.00	0.00	0.00	269,990.00	232,874.40	7,205.26	240,079.65	29,910.35	37,115.60

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

4(i) Loans (Non-Current Assets)

Particulars	As At March 31, 2022 (₹)	As At March 31, 2021 (₹)
Loans Receivables Considered Good - (Unsecured)	16,000,000.00	17,500,000.00
	16,000,000.00	17,500,000.00

There is no loan 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.

4(ii) Other Financial Assets (Non-Current)

Particulars	As At March 31, 2022 (₹)	As At March 31, 2021 (₹)
Security Deposit*	500,000.00	500,000.00
	500,000.00	500,000.00

* as per Amotrized Cost

5 Deferred Tax Asset/ (Liability)

Particulars	As At March 31, 2022 (₹)	As At March 31, 2021 (₹)
Temporary Difference on Depreciation	14,496.34	16,333.92
	14,496.34	16,333.92

6 Other Non -Current Assets

Particulars	As At March 31, 2022 (₹)	As At March 31, 2021 (₹)
Advance against Purchase of Property	11,300,000.00	15,700,000.00
	11,300,000.00	15,700,000.00

7 Cash and Cash Equivalents

Particulars	As At March 31, 2022 (₹)	As At March 31, 2021 (₹)
Punjab National Bank - Current Account	6,720,439.32	74,733.08
Cash in Hand	83,443.00	43,393.00
Punjab National Bank (Preferential Issue)	25,646.29	24,118.29
Bank of Maharashtra - Current Account	15,379.69	13,659.69
	6,844,908.30	155,904.07

8 Other Financial Assets (Current)

Particulars	As At March 31, 2022 (₹)	As At March 31, 2021 (₹)
Accrued Interest on Non-Current Loans	485,086.00	552,501.00
	485,086.00	552,501.00

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

9 (i) Other Current Assets

Particulars	As At March 31, 2022 (₹)	As At March 31, 2021 (₹)
Value to be received in Cash or Kind	0.00	13,000.00
	0.00	13,000.00

9(ii) Current Tax Assets

Particulars	As At March 31, 2022 (₹)	As At March 31, 2021 (₹)
Income Tax Refund/(Demand) of Previous Years	316,867.00	138,768.00
Income Tax Refund/(Provision for Income tax) for Current Year (Net of Advance Tax & TDS Receivable)	53,780.00	178,099.00
	370,647.00	316,867.00

10 Equity Share Capital

Particulars	As At March 31, 2022 (₹)	As At March 31, 2021 (₹)
Authorised Equity Shares 4,000,000 (4,000,000) of par value ₹10/- (₹10/-) each	40,000,000.00	40,000,000.00
	40,000,000.00	40,000,000.00
Issued, Subscribed and Fully Paid up Equity shares 3,450,000 (3,450,000) of par value ₹10/- (₹10/-) each fully paid up	34,500,000.00	34,500,000.00
	34,500,000.00	34,500,000.00

(i) Reconciliation of the number of shares outstanding

Particulars	Shares As At March 31, 2022		Shares As At March 31, 2021	
	No. of shares	Value (₹)	No. of shares	Value (₹)
EQUITY SHARES				
Shares outstanding at the beginning	3,450,000.00	34,500,000.00	3,450,000.00	34,500,000.00
Add: Shares issued during the period	0.00	0.00	0.00	0.00
Total Shares outstanding at the end of the year	3,450,000.00	34,500,000.00	3,450,000.00	34,500,000.00

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

Name of the shareholders	Class of shares	Shares As At March 31, 2022		Shares As At March 31, 2021	
		Nos.	%	Nos.	%
Sumit Gupta	Equity shares	175,000.00	5.07	175,000.00	5.07
S. L. Gupta	Equity shares	50,000.00	1.45	175,000.00	5.07
		225,000.00		350,000.00	

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(iii) Shareholding of Promoters:

Shares held by Promoters at the end of the year

S.No.	Promoter Name	No. of Shares	% of total shares	% Change during the year
1	Jeewan Commercial Ltd.	9600	0.28	0.00
2	Antique Holdings Pvt. Ltd.	9800	0.28	0.00
3	Aditya Estates Pvt Ltd	24300	0.7	0.00

11 Other Equity

Particulars	As at March 31, 2022 (₹)	As at March 31, 2021 (₹)
Opening Balance	48,254.34	41,998.31
Add : Profit during the year	725,046.06	6,256.00
Closing Balance	773,300.43	48,254.34

12 Current Tax Liabilities

Particulars	As at March 31, 2022 (₹)	As at March 31, 2021 (₹)
GST Payable	191,034.00	147,740.00
TDS Payable	20,966.00	33,000.00
	212,000.00	180,740.00

13 Other Current Liabilities

Particulars	As at March 31, 2022 (₹)	As at March 31, 2021 (₹)
Expenses Payable	54,645.00	55,522.00
	54,645.00	55,522.00

14 Revenue from Operations

Particulars	Year Ended 31.03.2022 (₹)	Year Ended 31.03.2021 (₹)
Sale of Services	1,862,500.00	1,500,000.00
	1,862,500.00	1,500,000.00

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

15 Other Income

Particulars	Year Ended 31.03.2022 (₹)	Year Ended 31.03.2021 (₹)
Interest on Loan	1,560,342.00	1,407,007.00
Miscellaneous Balance Written Off	5,098.00	0.00
Interest on Security Deposit (as per Ind AS 109)	0.00	31,250.00
Interest on Income Tax Refund	0.00	15,895.00
	1,565,440.00	1,454,152.00

16 Employee Benefit Expenses

Particulars	Year Ended 31.03.2022 (₹)	Year Ended 31.03.2021 (₹)
Salary to Employees	854,084.00	561,400.00
Directors Remuneration	300,000.00	300,000.00
	1,154,084.00	861,400.00

17 Finance Costs

Particulars	Year Ended 31.03.2022 (₹)	Year Ended 31.03.2021 (₹)
Interest on GST	833.00	0.00
Interest on Security Deposit (as per Ind AS 109)	0.00	25,355.37
Interest on TDS	0.00	1,350.00
	833.00	26,705.37

18 Other expenses

Particulars	Year Ended 31.03.2022 (₹)	Year Ended 31.03.2021 (₹)
Consultancy and Management Fees	500,000.00	1,300,000.00
Annual Listing Fees	300,000.00	300,000.00
Accounting Charges	180,000.00	180,000.00
Miscellaneous Expenses	142,337.76	75,845.51
Rent Expense	72,000.00	72,000.00
<u>Statutory Auditor's Remuneration</u>		
Audit Fees	29,661.00	25,424.00
Professional Charges	19,051.00	5,000.00
Secretarial Audit Fee	15,000.00	15,000.00
Internal Audit Fees	10,000.00	10,000.00
Printing and stationery	8,580.00	42,500.00
Certification Fees	7,300.00	7,500.00
ROC Filing Fee	4,200.00	4,200.00
GST Expenses	0.00	2,308.00
	1,288,129.76	2,039,777.51

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 19: Valuation of Inventory

There is no inventory held by company during the year.

Note 20: Loans

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

Company has given loan amounting to Rs. 95,00,000 to SSPN Finance Ltd. on various intervals. As per the signed agreement between company and the party, interest @ 9% per annum shall be charged by the company till the loan tenure. Further, as per the agreement, interest should be paid quarterly basis, if not paid within the timelines, then interest on interest @12% shall carry for the period of delay. During the year, company has charged interest of Rs. 2,76,820.00 from SSPN Finance Ltd. but company has not received amounting Rs. 2,51,170.00 till date. Accordingly, company has to charge the interest @12% on Rs. 2,51,170.00 for the delayed period, which is not recognized in the books of accounts.

Note 21: Micro, Small and Medium Enterprise.

Following are the details relating to micro, small and medium enterprises:

(Amount in ₹)

Particulars	Year Ended 31.3.2022	Year Ended 31.3.2021
G. K. Kedia & Co.	29,661.00	25,424.00
Total	29,661.00	25,424.00

Note 22:

Balance of sundry debtors, creditors and loans & advances are subject to direct confirmations, reconciliations and adjustments, if any, will be made accordingly.

Note 23: Discounting of security deposits for leases

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

Management has observed that the tenure of lease term of Security Deposit for rent expense has expired in the FY 2020-21. Hence, it has come to the original cost i.e., Rs. 5,00,000 in the F.Y.2020-21.

Note 24: Auditors' Remuneration

Particulars	Year Ended 31.3.2022	Year Ended 31.3.2021
Statutory Audit Fees	29,661.00	25,424.00
Total	29,661.00	25,424.00

Note 25: Contingent Liabilities

Particulars	Year Ended 31.3.2022	Year Ended 31.3.2021
Contingent Liabilities	NIL	NIL
Total	NIL	NIL

Note 26: Foreign Currency Transactions

Particulars	Year Ended 31.3.2022	Year Ended 31.3.2021
a. Expenditure in Foreign Currency	NIL	NIL
b. Income in Foreign Currency	NIL	NIL

Note 27: Previous Year Figures

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 28: Related Party Disclosure

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

Name of Related Parties

S.No.	Name of related Party	Relationship
1.	Sh.Raj Kumar Gupta - WTD & CFO	Key Management Personnel
2.	Sh. Pankaj Aggarwal - Director	
3.	Ms Lalita Mittal - Director	
4.	Sh. Amit Gupta - Director	
5.	Manish Sinha- Company Secretary (Resigned w.e.f. 12.11.2021)	
6.	Preetika Mishra- Company Secretary (Appointed w.e.f. 07.02.2022)	

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

NATURE OF TRANSACTIONS	NAME OF THE CONCERN	RELATION	AMOUNT OF TRANSACTION (₹)	OUTSTANDING AS ON 31.03.2020 (₹)
Director Remuneration	Sh. Raj Kumar Gupta	WTD & CFO	3,00,000.00 (3,00,000.00)	0.00 (0.00)
Salary	Manish Sinha	Company Secretary	2,94,663.00 (4,00,000.00)	0.00 (0.00)
	Preetika Mishra	Company Secretary	44,672.00 (0.00)	0.00 (0.00)

Note 29: Segment Reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company’s chief operating decision maker is the Directors. The Company has functioned under a single line of operations and has not diversified business operations, so there is no separate business/geographical segment as per Ind AS 108, ‘Operating Segments’.

Note 30: Earnings per Share

(AMOUNT IN Rs.)

Particulars	Year Ended 31.03.2022	Year Ended 31.03.2021
Profit / (loss) attributable to equity share holder (₹)	7,25,046.00	6256.00
Weighted average number of equity shares for Basic EPS	34,50,000	34,50,000
Nominal Value of shares (₹)	10.00	10.00
Basic EPS (₹)	0.210	0.002
Diluted EPS (₹)	0.210	0.002

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 31: Movement of Provision for Tax

(AMOUNT IN Rs.)

Particulars		Year Ended 31.03.2022	Year Ended 31.03.2021
Opening Provision/(Income Tax Refund) (A)		(3,16,867.00)	(3,72,135.00)
Income Tax Refund (B)		0.00	2,75,955.00
Adjustment Against IT Demand AY-2004-05 (C)		0.00	(1,18,682.00)
Adjustment Against IT Demand AY-2018-19 (D)		0.00	(20,086.00)
Provision made during the year (E)		2,52,907.00	3,490.00
Mat Credit Entitlement (F)		0.00	0.00
Balance Refundable (A-B+C-D+E+F)		(63,960.00)	(1,35,278.00)
Provision Adjusted with Advance Tax & TDS for the year		(3,06,687.00)	(1,78,099.00)
Previous year Provision written back for Earlier year		0.00	0.00
Closing Provision/ (Income Tax Refund)		(3,70,647.00)	(3,16,867.00)

32. Additional Regulatory Information

Ratio	Numerator	Denominator	Current Year 2021-22	Previous Year 2020-21
Current ratio (in times)	Total Current Assets	Total Current Liabilities	28.88	4.39
Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities.	Total equity	N.A.	N.A.
Debt service coverage ratio (in times)	Earning for Debt Service= Net Profit after taxes+ Non-cash operating expenses+Interest+Other non cash adjustments	Debt service=Interest and lease payments+ Principal repayments	N.A.	N.A.
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	2.08%	0.02%
Trade receivables turnover ratio (in times)	Revenue from operation	Average trade receivables	N.A.	N.A.
Trade payables turnover ratio (in times)	Cost of equipment and software license+ Other expenses	Average trade payables	N.A.	N.A.
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	0.45	10.79
Net profit ratio (in %)	Profit for the year	Revenue from operations	38.93%	0.42%
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth+ Lease liabilities+ Deferred tax liabilities	2.78%	0.03%
Return on investment (in %)	Income generated from invested funds	Average invested funds in treasury investments	N.A.	N.A.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Reasons for Deviation in Ratios for more than 25% as compared to the preceding year:

Current Ratio

During the Current Year, Loans and Advances against purchase of property, etc has been recovered which impacts the Non Current Assets. Thus, there is decline in Non Current Assets and increase in Current Assets (Cash & Cash Equivalents) and therefore leading to rise in current ratio.

Return on Equity

The ratio has improved significantly due to better performance by the company. This is on account of growth in revenue by approx 25% and reduction in other expenses by 60% during the current financial year, resulting in rise of Net Profit after Tax by 115 times and therefore, provides better return to Equity Shareholders.

Net Capital Turnover Ratio

There has been increase in Net working Capital by around 30 times as compared to the preceding year due to which the ratio has fallen and thereby resulting in lower Net Capital turnover Ratio.

Net Profit Ratio and Return on Capital Employed Ratio

There is drastic reduction in other expenses of the company. This is majorly due to reduction in management & consultancy fees by around 62%, thereby resulting into increase in net profit of the company. Hence, there is improvement in net profit ratio and return on capital employed.

As per our Report of even date attached

For G. K. Kedia & Co.

Chartered Accountants

FRN : 013016N

Kanishka Agarwal

Partner

M. No. 544129

Place: New Delhi

Date : 21.05.2022

For Decorous Investment & Trading Co. Ltd.

Raj Kumar Gupta

WTD & CFO

DIN: 00074532

Amit Gupta

Director

DIN: 00074483

Preetika Mishra-A32490

Company Secretary cum Compliance Officer

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

39TH ANNUAL GENERAL MEETING

FRIDAY, 23RD SEPTEMBER, 2022, AT 11.00 A.M.

through VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM'),
however, the venue of the meeting shall be deemed
to be the Registered Office of the Company situated
AT R-489, GF-B, NEW RAJINDER NAGAR, NEW DELHI – 110060

ELCTRONIC VOTING PARTICULARS

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereafter, the Resolutions proposed at the 39th AGM will be transacted through remote E-Voting (facility to cast vote from a place other than the venue of the AGM)

EVEN (E-voting Event Number)	User ID	Password
120781		

Please refer to various Notes & Instructions in NOTICE of AGM

REGISTRATION OF E-MAIL & CONTACT & PAN DETAILS FOR FUTURE COMMUNICATION

Name of the Shareholder :

PAN :

Aadhar No. :

Telephone No. :

Mobile No. :

Email ID :

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

Registered Address :

City:

State:

Pincode :

No. of Shares held :

Signature of the Shareholder

Name of the Shareholder:

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

Address:

No. of Shares held:

Email Id:

Tel/Mobile No. :

Affix
Revenue
Stamp
of 1/- Rupee

S. No.	RESOLUTIONS as per Notice of AGM	OPTIONAL*	
		FOR	AGAINST

Ordinary Business (ES)

1.	To receive, consider & adopt the Audited Balance Sheet and Statement of Profit & Loss as at 31.03.2022 and Cash Flow Statements, etc. for the year ended 31.03.2022 alongwith the Reports of Auditors & Directors thereon		
2.	To re-appoint Mr. Amit Gupta (DIN: 00074483) as Director who retires by rotation & being eligible offers himself for re-appointment.		
3.	To re-appoint M/s. G. K. KEDIA & Co, Chartered Accountants, FRN – 013016N, as the Statutory Auditors.		

Signature of Shareholder:

Signed thisday of September, 2022

Notes:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office, not less than 48 hours before the commencement of the AGM.
2. For the Resolutions and Notes, please refer to NOTICE of 39TH AGM.
3. Please fill-in/complete all details required above before submission in order to be effective.