

NOTICE OF ANNUAL GENERAL MEETING

To

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

NOTICE IS HEREBY GIVEN THAT 42<sup>nd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, 22<sup>nd</sup> DAY OF SEPTEMBER, 2025 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 - ORDINARY RESOLUTION(S)**

**ITEM NO.-1:**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2025 and the Statement of Profit and Loss & Cash Flow Statements for the year ended on that date along with the Reports of Auditors and Directors thereon.

**ITEM NO.-2:**

To appoint a Director in place of Mr. Amit Gupta (DIN: 00074483) who retires by rotation and being eligible offers himself for re-appointment as a Director.

**ITEM NO.-3:**

To ratify/ 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, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rule, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force, M/s G.K. KEDIA & Co., Chartered Accountants, FRN 013016N, who have confirmed their eligibility & given their consent, be and are hereby re-appointed as Statutory Auditors of the Company to hold the Office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company."

**SPECIAL BUSINESS**

**ITEM NO. - 4 TO MAKE/GRANT LOAN(S) OR GIVE GUARANTEE(S) OR MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT** pursuant to the statutory provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and other applicable provisions including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, if any, and subject to such other consents, permissions, sanctions, approvals, as may be required/ necessary, the approval/consent of the shareholders/members of the Company, be and is hereby accorded to the Board of Directors of the Company to; (a) grant/give any loan(s), from time to time, on such terms and conditions as it may deem expedient, to any person(s) or any body corporate(s); (b) give/ provide any guarantee/security to secure any loan/ obligation(s) of any other person(s) or body corporate(s); and (c) to acquire by way of subscription, purchase/deal/invest/trade/buy & sell and to hold Stocks & Bonds or otherwise the securities of any other body corporate(s), from time to time, in excess of limit specified under Section 186 of the Companies Act, 2013, for an aggregate amount not exceeding Rs. 4,00,00,000 (Rupees Four Crores Only) over and above the limit prescribed under Section 186, notwithstanding that the aggregate of loan and investments so far made, the amounts for which guarantee or security so far provided, along with the investments, stocks, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, notwithstanding that such stocks & investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of Companies Act, 2013 as in their (Board of Directors) absolute discretion deem fit & proper & beneficial and in the interest of the Company."

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**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate the terms and conditions of the above said stocks, bonds, investments, loans, securities, guarantees, as they deem fit and in the best interest of the Company and take all such steps as may be necessary in that regard."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any Director and/or Board of Directors, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and/or incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution along with signing and filing of necessary Form(s) & Returns with Registrar of Companies/ MCA and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to seek/secure any further approval of the members of the Company."

### **ITEM NO. – 5 : TO APPOINT MR. ASHOK KUMAR, AS EXECUTIVE NON-INDEPENDENT DIRECTOR DESIGNATED AS WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER**

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

**"RESOLVED THAT** pursuant to Section 196, 197 read with Schedule V and provisions of Articles of Association of the Company and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and Remuneration & Nomination Committee and Board of Directors of the Company, Mr. Ashok Kumar (DIN: 11252233) was appointed by the Board as Executive Non-Independent Director pursuant to the provisions of section 161 w.e.f. 02.09.2025 and further was considered/appointed as Whole Time Director and Chief Financial Officer w.e.f. 01.10.2025 and on the terms & conditions as per appointment letter, for a period of 5(five) consecutive years from the date of this 42<sup>nd</sup> Annual General Meeting and he shall not be liable to retire by rotation;

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

### **ITEM NO. – 6: TO CONSIDER & TO APPOINT SECRETARIAL AUDITORS, M/S B. BHUSHAN & CO.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company M/s B. Bhushan and Company, Practicing Company Secretaries, New Delhi {Peer Review 3425/2023}, [CoP 14469] (M # A31951), be and are hereby appointed as the Secretarial Auditors of the Company, to hold Office for a period of '5'(five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, at such remuneration as may be decided by the Board of Directors of the Company in consultation with the Secretarial Auditors.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

By Order of Board of Directors  
Decorous Investment & Trading Co. Ltd.

Date : 02.09.2025  
Place : New Delhi

RAJ KUMAR GUPTA  
WTD & CFO (DIN: 00074532)



### ➤ IMPORTANT NOTES:

- [A]. General instructions for accessing and participating in the 42nd AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting
- The Ministry of Corporate Affairs ("MCA") vide its Circular No. 10/2022 dated December 28, 2022 read together with Circular No. 02/2022 dated May 05, 2022, Circular No. 21/2021 dated December 14, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 5, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 14/2020 dated April 8, 2020 (collectively referred to as "MCA Circulars"), have permitted holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), as amended from time to time and MCA Circulars, and Circulars issued by Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023 read together with Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars"), the AGM of the Company is being held through VC / OAVM. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 42<sup>nd</sup> AGM shall be the Registered Office of Company.
  - In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for financial year 2024-25 will also be available on website of the Company i.e. [www.ditco.in](http://www.ditco.in), website of the Stock Exchanges i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com))  
For any communication, the shareholders may also send requests to the designated email address of the Company i.e. [investors@onida.com](mailto:investors@onida.com). The Notice of AGM is also placed on the website of NSDL (agency for providing the Remote e- Voting facility and e-voting system during the AGM) i.e. [www.evotingnsdl.com](http://www.evotingnsdl.com).  
Hard Copies shall be sent to those members who shall request for the same, free of cost.
  - A Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on a Poll instead of himself/herself and a Proxy need not be a member of the Company. However, pursuant to MCA Circulars and SEBI Circulars, the AGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice.
  - Since the AGM will be held through VC/OAVM Facility, the 'Route Map' is not annexed.
  - National Securities Depositories Limited ("NSDL") will be providing facility for e-voting through EVEN **[136502]** **from 9.00 a.m. 26.09.2025 to 5.00 p.m. 28.09.2025.**
  - (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 AGM through VC/OAVM Facility and Voting.  
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](mailto:decorous1982@gmail.com) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) respectively.
  - Members may join the 42nd 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 42nd AGM and Company may close the window for joining VC/OAVM Facility after the Conclusion of AGENDA/ Business(es).
  - Members may note that the VC/OAVM Facility, provided by [www.Bookawebinar.com](http://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 AGM without any restriction on account of first-come first-served principle.
  - Attendance of Members participating in AGM through VC/OAVM Facility shall only be counted for purpose of reckoning the Quorum under Section 103 of Act.
  - 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 AGM and facility for those Members participating in AGM to cast vote through e-Voting system.



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[B]. Instructions for Members for participating in the 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](http://www.Bookawebinar.com), to provide VIDEO CONFERENCING FACILITY for AGM and "Attendant Enablers" for conducting of e-AGM. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by [www.Bookawebinar.com](http://www.Bookawebinar.com).

Members may access the same at

<https://us06web.zoom.us/j/82655987846?pwd=SqYiblnpGt0zYMdfgU09sainrHIC5k.1>

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

**ZOOM MEETING ID: 826 5598 7846**

➤ Members are requested to follow the procedure given below:

i. Launch internet browser (chrome/ Firefox/safari) by copying the URL in address for:

<https://us06web.zoom.us/j/82655987846?pwd=SqYiblnpGt0zYMdfgU09sainrHIC5k.1>

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](mailto:noreply@zoom.us)

v. Zoom App 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 joiners 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 15 Mbps 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 Hot spot 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 Whats App to the technical team by clicking on the following link- <https://api.whatsapp/919971278797> or send a mail to [bookawebinar@gmail.com](mailto:bookawebinar@gmail.com)

The entire proceeding of 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 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](mailto:decorous1982@gmail.com) at least 7 days in Advance before the start of the meeting i.e. by 22.09.2025 by 5.00 p.m. IST. Such Questions by the Members shall be taken up during the meeting and replied by Company suitably.

Members, who would like to ask Questions during AGM with regard to the financial statements or any other matter to be placed at 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 **22.09.2025**. Those Members who have registered themselves as a speaker shall be allowed to ask Questions during AGM, depending upon the availability of time.



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### NOTES :-

1. Corporate Members intending to attend E-AGM through their authorized Representatives in accordance with Section 113 of Companies Act, 2013, are requested to send a duly certified copy of Board Resolution authorizing Representatives to attend e-AGM through VC not less than 48 hours before AGM.
2. In case of several joint-holders attending E-AGM, 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 **22.09.2024 to 03.10.2024** (both days inclusive).  
Queries proposed to be raised at AGM be sent to Company at least Seven days prior to 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 opened for inspection at the Registered Office on any working day between 11 A.M. to 5 P.M. upto the date of AGM.
5. Members who hold shares in de-materialized form are requested to show/ prove their Client ID and DPID Numbers for easier identification of their attendance at E-AGM.
6. Brief Profile of retiring Director seeking appointment/re-appointment, forms part of 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 & Email, Mobile no. & other contact 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 /DPID in all correspondence.
  - ii. Please notify change(s), if any, in your contact details, PAN, Registered Address along with Pin Code Number, Mobile, and E-mail ID, etc., to RTA or to Company.
10. Electronic copy of Annual Report and Notice of Annual General Meeting inter-alia indicating the process and manner of e-voting along with the details of E-AGM through Video Conferencing /OAVM is being sent to all Members whose email IDs are registered with Company /RTA/Depository Participants(s) for communication purposes. Members who have not registered their Email, copy of Notice and Annual Report for 2024-25 can be downloaded from the Website of company or website of BSE or NSDL.  
Members may also note that Notice and Annual Report for 2024-25 will also be available on website of Company [www.ditco.in](http://www.ditco.in) & RTA & NSDL & BSE Ltd. for their download. The physical copies of the aforesaid documents will also be available at Company's Registered Office, for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, shareholders may also send requests to Company's email id: [decorous1982@gmail.com](mailto:decorous1982@gmail.com).
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 Annual Report, Notices, Circulars, etc., from 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 service of document(s) by a company can be made through electronic mode. In view of the circular issued by M.C.A, Company proposes to henceforth deliver documents like Notice calling the Annual General Meeting/ Extra Ordinary General Meeting/ Audited Annual Accounts/ Report of Auditors/ Report of Directors, etc., in electronic form to E-mail address provided by the shareholders.
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 Annual General Meeting.
14. Detailed procedure for "Remote E-voting" is annexed which forms part of this notice.

### VOTING THROUGH ELECTRONIC MEANS :

In compliance with 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, 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 maybe 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.



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2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder-Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click one-Voting : Active e-Voting Cycles.
7. Select the Electronic Voting Event Number "EVEN" [ **136502** ] 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 26.09.2025 ( 9:00 am ) till 28.09.2025 ( 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 Scrutinizer through e-mail [b.bhushanandcompany@gmail.com](mailto:b.bhushanandcompany@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### GENERAL INSTRUCTIONS

1. E-voting period begins at 09.00 A.M. on **26.09.2025** and ends at 5:00 P.M. on 28.09.2025. During this period Member's of company, holding shares either in physical form or in dematerialized form, as on Cut-off date (record date) i.e. 22.09.2025, 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 E-AGM and Members attending through VC/OAVM who have not cast their vote by remote e-voting, shall be able to vote at 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 venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given above.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member /beneficial owner (in case of electronic shareholding) as on the **Cut-off date i.e. 22.09.2025**.
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 or contact Assistant Manager NSDL at designated email id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at Telephone No. 022-48867000 Members may also address their Queries relating to e-voting to company's e-mail ID [decorous1982@gmail.com](mailto:decorous1982@gmail.com).
9. Members, already registered with NSDL for remote e-voting, can use their existing user ID and password for Login. There after, 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 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 **(2) TWO** days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report, shall be placed on the website of Company [www.ditco.in](http://www.ditco.in) and on website of NSDL [www.evoting.nsdl.com](https://www.evoting.nsdl.com). Results shall simultaneously be communicated to the Stock Exchange(s), where Company's shares are Listed.

By Order of Board of Directors  
Decorous Investment & Trading Co. Ltd.

Date : 02.09.2025  
Place : New Delhi

RAJ KUMAR GUPTA  
WTD & CFO (DIN:00074532)



## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

### Brief Profile of Director seeking appointment / re-appointment

#### ITEM No. 2

Mr. Amit Gupta, (DIN: 00074483) as a Director, who retires by rotation and being eligible offers himself for re-appointment. Mr. Amit Gupta, (DIN: 00074483), holds M.B.A. & M.COM Degree(s) and has more than 20 years of experience in the fields of Stock Market, finance, Jewellery, Real estate, etc.

Mr. Amit Gupta is not related to any Director of the Company.

The Board recommends the resolution for approval by the shareholders, except Mr. Amit Gupta, no other Director has any interest or concern in this resolution.

#### EXPLANATORY STATEMENT(S)

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

In conformity with the provision of Section 102 of the companies Act, 2013, following Explanatory Statement(s) sets out all material facts relating to certain Business(es) mentioned in the accompanying Notice and should be taken as forming part of Notice.

#### ITEM NO. – 4 TO MAKE LOAN(S) or GIVE GUARANTEE(S) or MAKE INVESTMENT(S) IN EXCESS OF PRESCRIBED LIMIT u/s 186 OF COMPANIES ACT, 2013

In order to make optimum use of funds available with Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons, entities, or other body corporate as and when required. Members may note that pursuant to Section 186 of Companies Act, 2013 ("Act"), Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate in excess of 60% of its paid-up share capital, free reserves and securities premium account OR 100% of its free reserves and securities premium account, whichever is More, with approval of Members by special resolution passed at general meeting.

#### ITEM NO. – 5 : TO APPOINT MR. ASHOK KUMAR, AS EXECUTIVE NON-INDEPENDENT DIRECTOR DESIGNATED AS WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER

The Board of Directors of the Company appointed Mr. ASHOK KUMAR (DIN: 11252233) [PAN: AAKPG3461D] {Aadhar# 948393198678} as Executive Non-Independent Director on 02.09.2025 and further designated as Whole Time Director and Chief Financial Officer w.e.f. 01.10.2025. Having regards to the dynamic Business situation and the expansion programs on anvil it is thought fit and proper to appoint him as Whole Time Director and Chief Financial Officer who shall be responsible for taking care of the day to day activities of the Business of the Company.

#### Brief Resume of Appointee

Mr. Ashok Kumar (DIN: 11252233) (DOB- 15.09.1946) is a graduate and has over 40 years of experience in the fields of administration, marketing, publication, etc.

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

#### Terms of appointment of Executive

Appointment of Mr. Ashok Kumar as Executive Non-Independent Director on 02.09.2025 and further designated as Whole Time Director and Chief Financial Officer w.e.f. 01.10.2025, on the terms & conditions as contained in his appointment letter, aforesaid letter is available for inspection of the members at the Office of the Company from 11:00 AM to 5:00 PM on all working days except Saturday.

Extracts of the Agreement has been reproduced hereunder for your kind consideration.

#### Term & Termination

Appointment shall be effective for a period of 5(five) years from the date of appointment and shall be subject to the approval of shareholders in the general meeting.

His services/position can be terminated earlier by either party after giving three months notice.

#### Duties & Powers

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

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

### Remuneration

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

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

### Variation

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

### Confidentiality

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

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

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

### Non - Competition

Mr. Ashok Kumar covenants with the Company that he will not, without the prior consent of the Board, in competition with the business of the Company.

### Code of Conduct of the Company

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

### Summary termination of employment

Employment may be terminated by Company without notice:

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

### Resignation from Directorship

Upon the termination by whatever means of his employment:

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

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



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### Agreement co-terminus with directorship

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

### Notices

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

### Disclosure of Interest of Board Members

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

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

I.	General Information	
1.	Nature of Industry	Real Estate, Consulting, Agents, Distributors, Etc.
2.	Date or expected date of commencement of production	The company is an Investment & Trading concern, etc which has already commenced its business
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NotApplicable
4.	Foreign investments or collaborations, if any	NotApplicable
II.	Information about the appointee	
1.	Background details	Mr. Ashok Kumar is a graduate and has over 40 years of experience in the fields of administration, marketing, publication, etc
2.	Past remuneration	Rs. Twenty Thousand Five hundred per month
3.	Recognition or awards	NIL
4.	Job profile and his suitability	Subject to the supervision and control of the Board, Mr. Ashok Kumar be entrusted with powers of management which are in connection with and in the best interests of the business of the Company
5.	Remuneration proposed	As mentioned in the Notice, the Remuneration payable has been approved by the Board of Directors. The proposed remuneration is Rs. 25,000/- per month and perquisites as mentioned in the notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Commensurate with the size and the operations of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, etc., the remuneration proposed to be paid is reasonable to that of the similar other companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company or with the managerial personnel.

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### III. Other Information

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

The resolution stated in the Item No. '5' is placed for kind consideration and approval of members of the Company. Board recommends the re-appointment of Mr. Raj Kumar Gupta as Whole Time Director and Chief Financial Officer of the Company.

#### ITEM NO. – 6: APPOINTMENT OF SECRETARIAL AUDITORS - M/S B. BHUSHAN & CO.

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the SEBI Listing Regulations") and provisions of Section 204 of the Companies Act, 2013, (the "Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has, based on the recommendation of the Audit Committee and subject to the approval of the Members, approved the appointment of M/s B. Bhushan and Company, Practicing Company Secretaries, New Delhi {Peer Review 3425/2023}, [CoP 14469] (M # A31951), as the Secretarial Auditors of the Company for a period of '5'(five) consecutive years commencing from the Financial year 2025-26 till the Financial Year 2029-30.

M/s B. Bhushan and Company, have consented to the proposed appointment and have confirmed their eligibility for the same. They have further confirmed that their appointment, if made, would be within the limits specified by the Institute of Company Secretaries of India. They have also confirmed that they are not disqualified to be appointed as the Secretarial Auditors in terms of the applicable provisions of the Act, and Rules made there under, the Company Secretaries Act, 1980, and the SEBI Listing Regulations and holds a Valid Peer Review Certificate.

The details required to be disclosed under Regulation 36(5) of the SEBI Listing Regulations, (as amended), are as under :-

Term of Appointment: '5'(five) consecutive years commencing from the FY 2025-26 till the FY 2029-30.

Proposed fees payable to the Secretarial Auditors: The Fee payable to Secretarial Auditors shall be determined by the Board of Director based on the Recommendations of the Audit Committee.

Basis of recommendation for appointment: The Audit Committee and the Board of Directors, while recommending the appointment of M/s B. Bhushan and Company, have taken into consideration, among other things, the credentials of the auditor, competence, efficiency & conduct of audit, independence, and proven track record based on the evaluation of the quality of audit work done by them in the past. This recommendation is based on a holistic assessment of M/s B. Bhushan and Company, ability to effectively discharge the responsibilities of secretarial audit in compliance with applicable legal and governance standards.

Credentials of the proposed Secretarial Auditors: M/s B. Bhushan and Company, was established in 2015

It is a reputed firm specializing in corporate secretarial services and compliances, including Secretarial Audits, Due Diligence, SEBI Regulations, the Insolvency and Bankruptcy Code, and other related areas. M/s B. Bhushan and Company, serves a diverse clientele across various sectors, including listed and unlisted companies. The firm also provides strategic support for establishing business operations along with legal assistance incorporate law matters, dispute resolution, and other related areas.

M/s B. Bhushan and Company is led by a team of seasoned professionals with over 9 years of experience in delivering corporate legal and secretarial services, supported by a diverse team of domain experts offering a wide array of solutions across corporate governance, regulatory compliance, and commercial law.

M/s B. Bhushan and Company is registered with the Institute of Company Secretaries of India and holds a valid Peer Review Certificate. The firm operates from its office in New Delhi

None of the Directors, Key Managerial Personnel of the Company, or any of their relatives, are in any way, concerned or interested in this Resolution.

The Board of Directors of the Company recommends the resolution for approval of Members of the Company, as set out in Item No. '6' of the Notice as an Ordinary Resolution.

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

Place: New Delhi  
Dated: 02.09.2025

Raj Kumar Gupta - DIN: 00074532  
WTD & CFO