

# DECOROUS INVESTMENT & TRADING CO. LTD.

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

Tel No.: 9910003638, Email Id: [decorous1982@gmail.com](mailto:decorous1982@gmail.com) Website: [www.ditco.in](http://www.ditco.in)

CIN: L67120DL1982PLC289090

**CERTIFIED TRUE COPY OF SPECIAL BUSINESS - ORDINARY RESOLUTION PASSED  
AT THE EXTRA-ORDINARY GENERAL MEETING {EOGM} OF MEMBERS OF  
DECOROUS INVESTMENT & TRADING CO. LTD. HELD ON WEDNESDAY, NOVEMBER  
12, 2025 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT R-489, GF-B,  
NEW RAJINDER NAGAR, NEW DELHI-110060 THROUGH VIDEO CONFERENCING  
('VC')/ OTHER AUDIO VISUAL MEANS ('OAVM') AND CONCLUDED AT 12 NOON**

## **SPECIAL BUSINESS - ORDINARY RESOLUTION :**

**1. Appointment of M/s S M G A & CO, Chartered Accountants, FRN 014671C, New Delhi  
as Statutory Auditors**

**"RESOLVED THAT** subject to the provisions of Companies Act, 2013, the Companies Audit and Auditors Rules, pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the articles of association of the Company, as may be applicable if any, Resolution passed at Item no. '3' in 42<sup>nd</sup> Annual General Meeting held on Monday, 29<sup>th</sup> September, 2025 at 11 A.M., M/s G. K. KEDIA & CO, Chartered Accountants, FRN: 013016N, New Delhi, were wrongly/ inadvertently re-appointed, therefore be and is hereby suppressed / cancelled / null and void.

**RESOLVED FURTHER THAT** in view of the above and to rectify, Now M/s S M G A & CO., Chartered Accountants, FRN 014671C, New Delhi, who have confirmed their eligibility and willingness to accept the appointment, and recommended by the Audit Committee / Board of Directors, be and is hereby appointed as the Statutory Auditors of the Company to hold Office till the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company, for the Financial Year 2025-26, on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT** any Director of the company or the Company Secretary be and is 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."

## **CERTIFIED TRUE COPY**

**For DECOROUS INVESTMENT & TRADING CO. LTD.**

**For DECOROUS INVESTMENT & TRADING CO. LTD**

**For DECOROUS Investment & Trading Company Limited**

**ASHOK KUMAR Director/Auth. Sign.**  
**PREETIKA MISHRA Secretary**  
**DIN: 11252233S ACS - 32490**

**Date : 12.11.2025**  
**Place: New Delhi**

# DECOROUS INVESTMENT & TRADING CO. LTD.

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

Tel No.: 9910003638, Email Id: [decorous1982@gmail.com](mailto:decorous1982@gmail.com) Website: [www.ditco.in](http://www.ditco.in)

## EXPLANATORY STATEMENT

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

Item No. 1: Appointment of M/s S M G A & CO., Chartered Accountants, FRN 014671C,

New Delhi as Statutory Auditors

### Background of the Compliance Lapse:

The Company, being a listed entity, is subject to the provisions of Section 139(2) of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014, which mandates the rotation of Statutory Auditors after a prescribed tenure of ten consecutive years.

At the Annual General Meeting (AGM) held on September 29, 2025, the shareholders approved the re-appointment of the existing Statutory Auditor, M/s G.K. Kedia & Co. An intimation to this effect was also made to the Stock Exchange(s), uploaded on website, etc.

### Lapse Identification and Rectification:

- It was subsequently observed during the process of filing Form ADT-1 (Intimation of Appointment of Auditor) with the Registrar of Companies that the previous Statutory Auditor had already completed the maximum permissible tenure of ten consecutive years (two consecutive terms of five years) as required under Section 139(2) of the Act.
- Consequently, the said re-appointment approved at the AGM was **null and void ab initio** (from the beginning i.e. 01.09.2025) as the auditor was ineligible for re-appointment due to the mandatory rotation provisions.
- This matter was immediately placed before the Audit Committee, which reviewed the facts and recommended corrective action to the Board of Directors.
- The Board of Directors, at their meeting held on 18.10.2025, formally reviewed/ withdrew/ cancelled/ rectified the earlier resolution and approved the proposal to appoint a new Auditor, subject to shareholder approval/ resolution.
- Please refer the Ineligibility Letter *cum* NOC dated 15.10.2025 from M/s G.K. Kedia & Co (Annexed hereto).

### Proposal for New Appointment:

- To rectify this in-advertant mistake and to ensure that the Company has a duly appointed Statutory Auditor as required by law, the Board, based on the recommendation of the Audit Committee, proposes the appointment of M/s S M G A & Co., Chartered Accountants, FRN: 014671C as the new Statutory Auditors.
- M/s S M G A & Co. have provided a written consent letter dated 15.10.2025 confirming their eligibility under Section 141 of the Act, including that their appointment is within the limits prescribed and that they are not disqualified to act as Statutory Auditors of the Company.
- The proposed appointment is for a term of 1 (One) year, till the conclusion of 43<sup>rd</sup> Annual General Meeting for the financial year 2025-26.

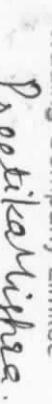
### For DECOROUS INVESTMENT & TRADING CO. LTD.

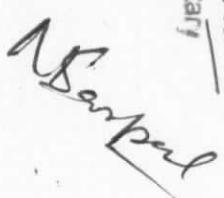
For DECOROUS INVESTMENT & TRADING CO. LTD

For Decorous Investment & Trading Company Limited

Date : 12.11.2025  
Place: New Delhi

  
ASHOK KUMAR Director/Auth. Sign.  
DIN: 1125233S

  
Preetika Mishra  
Company Secretary/  
ACS - 32490

  
Sharad