

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31.03.2026

[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 1.04.2025 ended on 31.03.2026 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 2026 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.



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1195, Gali Babu Ram, Sita Ram Bazar Delhi-110006.

Email -bbg20883@gmail.com, b.bhushanandcompany@gmail.com

Mobile-965055376

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 Limited, Delhi Stock Exchange limited and Calcutta Stock Exchange limited, the trading platform is not available with the Calcutta stock exchange and recognition of Delhi Stock Exchange was withdrawn by the SEBI.

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, passed the resolution, on 9th November, 2020, and in subsequent meetings also, for Voluntary De-Listing of Equity Shares of the Company from The Calcutta Stock Exchange Limited and the matter is under process.



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

Further during the previous year BSE Limited imposed fine of Rs. 3,12,700/- (including GST) and froze the promoter's holdings for violation of Regulation 23(9) of SEBI (LODR) Regulations, 2015 and Management of the company also provided various replies to BSE Limited, w.r.1 Non-applicability of Regulation 23(9) as read with Regulation 15(2) of SEBI (LODR) Regulations. Company also provided Undertakings many times for that, to the Exchanges. Company has also provided Certificate from another independent Practising Company Secretary (PCS) for non-applicability of Regulation 23(9) as read with Regulation 15(2) of SEBI (LODR) Regulations.

and this matter is under supervision of Management and Management has assure to File Waiver Application to BSE and a waiver request has been sent through email dated 04th May, 2024 and subsequently on 16.05.2025 and matter is under follow-up with the Exchange.

Further In our Opinion, Regulation 23(9) SEBI (LODR) Regulations, 2015, as read with Regulation 15(2) of SEBI (LODR) Regulations, is not applicable to the Company.

---During the year BSE Limited withdrawn the fine of Rs 42,42,100/- vide email dated:-23.02.2026 And also refund the processing fee of Waiver application amount to Rs 11,800/-.

---We further report that form MGT-7 and MGT-8 for the financial year ended on 31-03-2025 could not be filed because due to clerical typographical error/mistake the date of AGM was entered as 22/09/2025 instead of 29/09/2025 in the form AOC4- XBRL for F.Y. ended on 31-03-2025 filed by the company on 01-11-2025 with MCA.

Subsequent to this MGT-7 and MGT-8 could not be filed proper due to mismatch of AGM dates in column.

And Company has filed GNL-1 to Correct this error and matter is under follow up with MCA.

The Management is assuring to file the Annual Return forms as soon as this matter will resolved.

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)

Bhushan & Co.
Bharat Bhushan Garg

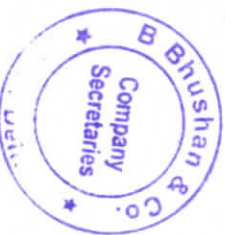
(Proprietor)

M. No. : A31951

CoP No. : 14469

Udin:- : A031951H000524333

PR No. : 3425/2023



Date : 29-05-2026
Place: New Delhi

29 MAY 2025