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34TH ANNUAL GENERAL MEETING	
Date	25.09.2017
Day	MONDAY
Time	10:00 A.M.
Place	R-489, GF-B, NEW RAJINDER NAGAR NEW DELHI - 110060

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS		
Mr. Raj Kumar Gupta	DIN: 00074532	Whole Time Director & CFO
Mr. Prabindra Nath Baidya	DIN: 00294339	Director
Mr. Amit Gupta	DIN: 00074483	Director
Mr. Pankaj Aggarwal	DIN: 01586710	Independent Director
Ms. Lalita Mittal	DIN: 06928783	Independent Director
Ms. Karishma Jain	ACS: 46124	Company Secretary & Compliance Officer

AUDITORS M/s G.K. KEDIA & CO. Chartered Accountants, FRN – 013016N Mr. Arvind Sharma, Partner Membership No.: 530217 Address: 914 Naurang House, 21 Kasturba Gandhi Marg New Delhi- 110001 Tel : 011-46259900 Email Id: arvind.sharma@gkkedia.com	CIN : L67120DL1982PLC289090 Date of incorporation : 14730 dated 22.11.1982 Date of commencement : 14730 dated 15.12.1982 PAN : AAACD0851F TAN / VAT : 07186926141 dated 13.06.2014 GST : 07AAACD0851FZ23 ISIN : INE183R01010
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SECRETARIAL 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	INTERNAL AUDITORS 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
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BANKERS 1. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar New Delhi – 110060 2. Bank of Maharashtra 17A/45, W.E.A. Karol Bagh, New Delhi – 110 005	REGISTRAR Alankit Assignments Limited R.O: 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 4254-1960
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LISTING: 1. Bombay Stock Exchange Ltd. - BSE 2. Calcutta Stock Exchange Ltd. - CSE 3. Delhi Stock Exchange Ltd. - DSE (DSE stands de – recognized)
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REGISTERED OFFICE : R-489, GF- A, Ground Floor, New Rajinder Nagar, New Delhi – 110060

CONTACTS DETAILS

Mob : 9910003638	Email : decorous1982@gmail.com Website : www.ditco.in
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IMPORTANT COMMUNICATION TO THE MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by E-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their E-mail addresses, so far, are requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

To
The Members
Decorous Investment & Trading Company Limited
New Delhi-110060

NOTICE IS HEREBY GIVEN THAT 34TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, 25TH DAY OF SEPTEMBER, 2017 AT 10:00 A.M. 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 2017 and the Statement of Profit and Loss Account & Cash Flow Statements for the year ended on that date alongwith the Reports of Auditors and Directors thereon.

ITEM NO. - 2: To re-appoint Mr. P. N. Baidya (DIN: 00294339) as Director who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

ITEM NO. - 3: To re-appoint M/s 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, FRN 013016N, 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: 16.08.2017

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

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint one or more proxies to attend and to vote on a poll instead of himself / herself and a proxy so appointed need not be a member of the company. The instrument of Proxy in order to be effective must be received at the company's Registered Office, duly completed and signed, not less than 48 hours before the time fixed for commencement of the AGM i.e. by 10:00 a.m. on 25.09.2017
2. Corporate Members intending to send their authorized Representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing the Representatives to attend and vote on their behalf at the AGM.
3. Members are requested to bring their attendance slips duly filled-in and signed as per the specimen signature recorded with the company for attending the meeting alongwith Annual Report as already send.
4. 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.
5. Register of Members & Share Transfer Books will remain closed from **22.09.2017 to 25.09.2017** (both days inclusive)
6. Queries proposed to be raised at the AGM may be sent to the Company atleast Seven days prior to the date of AGM to enable the Management to compile the relevant information enabling to reply the same.
7. Copies of the MOA and AOA and the Documents referred to in the Notice, etc., 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.
8. Members who hold shares in de-materialized form are requested to bring their Client ID and DP ID Numbers for easier identification of their attendance at the meeting.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

9. Brief profile of the Director seeking appointment / re-appointment, forms part of the Notice.
10. Share transfer documents and all correspondence relating thereto, should be addressed to RTA or to Company.
11. 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 details to RTA or to the Company.
12. 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, and e-mail ID, etc., to the RTA or to Company.
13. Electronic copy of the Annual Report for 2016-17 is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same and for Members who have not registered their Email, physical copies of the Annual Report for 2016-17 is being sent.
14. Electronic copy of the Notice of the 34th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their Email address, physical copies of the Notice of the 34- Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2016-17 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.
15. Members, who have not registered their E-mail addresses so far, are requested to register their E-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
16. 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 to the E-mail address provided by the shareholders.
17. 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 34- Annual General Meeting.
18. 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 34- Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting Services provided by NSDL:

The instructions for E-voting are as under :-

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

1. Open E-mail and open attached PDF file "**Decorous e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active e-Voting Cycles.
7. Select the Electronic Voting Event Number "EVEN" of Decorous Investment & Trading Co. Ltd. [**106757**] as given in

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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 22, 2017 (9:00 am)** till **September 24, 2017 (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.

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

1. User ID and initial password alongwith Electronic Voting Event Number "EVEN" of Decorous Investment & Trading Co. Ltd. [106757] is provided / stapled/ annexed in the Annual report for the purpose of remote e-voting for AGM.
2. Please follow the steps from Sl. Nos. (2) to (10) mentioned in (i) above, to cast your vote.

General Instructions

1. The E-voting period begins at 09:00 A.M. on Friday, 22.09.2017 and ends at 5:00 P.M. on Sunday, 24.09.2017. 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. 18.09.2017 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 Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through poll / show of hands.
3. Members who have cast their vote by remote e-voting may also attend Meeting 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 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. 18 September, 2017.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date, i.e. 18 September, 2017 only shall be entitled to avail facility of remote e-voting / Poll at AGM.
7. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently and/or cannot cast the vote again.
8. In case of any query pertaining to e-voting, please visit Instructions FAQ's for Members and E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nsdl.com> or call on toll free no: 1800222990 or contact Mr. Rajiv Ranjan, Assistant Manager NSDL at designated email ids evoting@nsdl.co.in or RajivR@nsdl.co.in or at telephone nos 022-24994600/ 022-24994738. Members may also address their queries relating to e-voting to the 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 poll / show of hand and through remote e-voting, shall within a period not exceeding (3) three days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared 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.

Place: New Delhi
Dated: 16.08.2017

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

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors have pleasure to present herewith the 34th Annual Report for the year ended 31.03.2017.

FINANCIAL RESULTS

(in Rupees)

Particulars	For the Year ended 31.03.2017	For the Year ended 31.03.2016
Income from Operations	-	-
Sale of Jewellery, Bullion, etc.	15,161,245.00	81,924,235.00
Real estate, commission, agents, bullion, etc.	616,306.00	-
Misc. balance written back	274.32	-
Total Income	15,777,825.32	81,924,235.00
Total Expenditure	15,682,891.17	81,790,185.55
Exceptional Items	336,976.00	-
Profit/(Loss) before Tax	(242,041.85)	134,049.45
Provision for Tax	38,786.64	85,813.04
Net Profit/(Loss)	(273,830.27)	97,926.87

FINANCIAL HIGHLIGHTS

During the year under review your company was carrying-out the business of Gems & Jewellery and closed the said activities due to competition, commercial & other reasons and resolved to start the business activities relating to real estate, commission, agents, brokers, consultancy, trading / purchase & sale of commodities & bullion, etc., as per the main objects as contained in MOA. Company has received the total revenue of Rs. 15,777,825.32. Net Loss after Tax for the year under consideration is Rs. (273,830.27). 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 2016-17, 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 31.03.2017 there has been no change in authorized, issued, subscribed and paid-up equity share Capital of the company. Authorised share capital as on 31.03.2017 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. P. N. Baidya, 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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

appointed as Whole Time Director & Chief Financial Officer of the Company.

- Mr. P. N. Baidya is Non-Independent Director w.e.f. 01.01.2004
- Ms. Lalita Mittal is Independent Director w.e.f. 19.07.2014
- Mr. Pankaj Aggarwal is Independent Director w.e.f. 19.07.2014
- Mr. Amit Gupta is Non-Independent Director w.e.f. 29.01.2015

KEY MANAGERIAL PERSONNEL

- Ms. Karishma Jain (ACS – 46124) is Company Secretary cum Compliance Officer of the company w.e.f. 10.08.2016.
- Shri Raj Kumar Gupta (DIN: 00074532) is WTD & CFO of the Company.

MEETING OF THE BOARD

7 (Seven) 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

Company has not given any Guarantee, provided any Security and made an Investment during the reporting period as specified u/s 186 of Companies Act, 2013.

PERFORMANCE EVALUATION OF BOARD MEMBERS

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

PUBLIC DEPOSIT

The Company has neither accepted nor renewed any deposits during the Financial Year 2016-17 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 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 2016-17 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 2017-18. Secretarial Audit Report for the financial year 2016-17 is annexed with Directors' Report.

There are no qualifications or reservations or other adverse remarks by Secretarial Auditors in the Report for the FY 2016 – 17 and does not require/ call for any explanation from the Board of Directors.

INTERNAL AUDITORS

Board has appointed M/s Mittal Jindal & Associates, Chartered Accountants, to conduct Internal Audit for FY 2017-18

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. and CSE Ltd and Delhi Stock Exchange Limited (DSE stands de-recognized). Company has complied with the requirements of Listing Agreement(s) during the period under review.

- Annual Listing Fee stands paid to BSE Ltd. for & upto-date 31.03.2018.
- Annual Custodial Fee stands paid to CDSL & NSDL.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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

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 (3) 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 compliance with the conditions of corporate governance is attached to the Corporate Governance Report.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Board consists of five members, one of whom is Executive (CFO) & WTD and 2 are independent directors and 2 are non-independent directors. Board consists of appropriate mix of executive & independent & non-independent 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 2016 – 17

- (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 nonexecutive 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

Ms. 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 both of them meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015.

BOARD EVALUATION

As mandated under the SEBI (LODR) Regulations, 2015, the Board shall review and monitor 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. Board approved the evaluation results as collated by the "Nomination and Remuneration Committee."

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 applicable to them during the year ended 31.03.2017.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

BUSINESS RESPONSIBILITY REPORT

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

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 of the company to which the financial statements relate and the 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 comprising of Senior Executives of the company. Protected disclosures can be made by a whistle blower through an e-mail or telephone line or a letter to the Task Force or to the Chairman of Audit Committee. Policy on vigil mechanism is available on the Company's website.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions of the 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 2016-17 with related parties were in the ordinary course of business and on an arm's length basis. During the year, the company has 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 going 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 of 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 well placed, proper and adequate internal financial control system, commensurate with the size, scale and complexity 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 are presented to the Audit Committee on regular basis.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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.

CHANGES HAPPENING DURING THE FINANCIAL YEAR

During the financial year, company has closed the business of Gems & Jewellery and has started the business of Real Estate, agents, brokers, consultancy, commission, distribution, trading / purchase & sale of commodities & bullion, 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.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

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

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 31.03.2017, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs as at 31.03.2017 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;
- (f) the Directors had devised proper systems to ensure compliances 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 all 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 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 emphasis towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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 in all spheres of our activities to improve efficiency levels.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO.

	31.03.2017 (Amt.)	31.03.2016 (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, Whole Time Director & 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 31.03.2017. 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. 2016-17 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 shareholders who have provided their Email address (es) and to others the Annual Report is being sent by post. Full version of Annual Report of 2016-17 is also available for inspection at the registered office of the company during working hours upto the date of ensuing Annual General Meeting (AGM). It is also available at the Company's website www.ditco.in. The Notice of the AGM shall also be placed at the website of NSDL/CDSL. Please note that Members will be entitled to be supplied, free of cost, Annual Report of 2016-17, upon receipt of written request from members.

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 agency 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 (LODR) Regulations, 2015, an Audit Committee is duly constituted.

Audit Committee as on March 31, 2017 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

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.

REMUNERATION AND NOMINATION 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.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

The Nomination and Remuneration Committee as on March 31, 2017 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

Details of 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. Shareholders / Investors Grievance Committee as on March 31, 2017 comprises of following Directors:-

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

Details of Committee are furnished in the Report on Corporate Governance, which is annexed herewith.

E-VOTING

The 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 Regulators, Departments & Agencies and Employees of the company, etc, for their continued valued support & co-operation.

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

Place : New Delhi
Dated: 16.08.2017

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
(as on the financial year ended on 31st March 2017)

I. REGISTRATION AND OTHER DETAILS:

I	CIN	L67120DL1982PLC289090
ii)	Registration Date	22nd November, 1982
iii)	Name of the Company	Decorous Investment & Trading Company Limited
iv)	Category / Sub-Category of the Company	Public Company/ Limited by shares
v)	Address of the Regd. Office	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. 3) Delhi Stock Exchange Ltd. (DSE stands de-recognised)
viii)	Detail of RTA	
	a.) Name	Alankit Assignments Limited
	b.) Address	R. O. IE/13, Alankit Heights, Jhandewalan Extn., New Delhi – 55 C.O. : 205-208, Anarkali Complex, Jhandewalan Extn., New Delhi – 55
	c.) Contact	011-42541234, 011-42541960 rta@alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Gems & Jewellery		96.09%
2	Real Estate, Commission, Agents, Bullion, Commodities, Etc.		3.91%

III. PARTICULARS OF HOLDING AND SUBSIDIARY COMPANIES -

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

IV. SHARE HOLDING PATTERN

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

i) Category-wise Share Holding

Category Code	Category of Shareholder	No. of Shares held at the beginning of the year	% of total no. of shares	No. of Shares held at the end of the year	% of total no. of shares	% Change during the year
(A)	Shareholding of Promoter and Promoter Group²					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	0		0		
(b)	Central Government/ State Government(s)	0		0		
©	Bodies Corporate	72700	2.11	72700	2.11	0
(d)	Financial Institutions/ Banks	0		0		
(e)	Any Others(Specify)	0		0		
(e-I)						
(e-ii)						
	Sub Total(A)(1)	72700	2.11	72700	2.11	0
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)	72700	2.11	72700	2.11	0
(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)	487300	14.12	487300	14.12	
(i-ii)						
(i-ii)						
	Sub-Total (B)(1)	487300	14.12	487300	14.12	
B 2	Non-institutions					
(a)	Bodies Corporate	0	0	0	0	0
(b)	Individuals					
I	i. Individual shareholders holding nominal share capital up to ₹ 2 lakh	548700	15.9	548700	15.9	0
II	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	2341300	67.86	2341300	67.86	0
(c)	Qualified Foreign Investor					
(d)	Any Other (specify)	0		0		
(d-I)						
(d-ii)						
	Sub-Total (B)(2)	2890000	83.77	2890000	83.77	0
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	3377300	97.89	3377300	97.89	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	0

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	P R Holdings Ltd	9600	0.28	0	9600	0.28	0	0
3	Buckingham Industries Ltd	9800	0.28	0	9800	0.28	0	0
4	Swagtam Trading & Services Ltd	9600	0.28	0	9600	0.28	0	0
5	Jeewan Commercial Ltd	9600	0.28	0	9600	0.28	0	0
6	Antique Holdings P Ltd	9800	0.28	0	9800	0.28	0	0
	TOTAL	72700	2.11		72700	2.11		

(iii) Change in Promoters' Shareholding : NO CHANGE DURING THE YEAR

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 of the year	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	P R Holdings Ltd.				
	At the Beginning of the year	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	Buckingham Industries Ltd.				
	At the Beginning of the year	9800	0.28	9800	0.28
	At the End of the year	9800	0.28	9800	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
4	Swagtam Trading & Services Ltd.				
	At the Beginning of the year	9600	0.28	9600	0.28
	At the End of the year	9600	0.28	9600	0.28

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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

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

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sita Rani*				
	At the Beginning of the year	175000	5.07	175000	5.07
	At the End of the year	175000	5.07	175000	5.07

*since expired on 16.5.2017 and Mr. S. L. Gupta already stands nominated as her legal nominee.

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	Sumit Gupta				
	At the Beginning of the year	175000	5.07	175000	5.07
	At the End of the year	175000	5.07	175000	5.07

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	Amit Gupta				
	At the Beginning of the year	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 Agarwal				
	At the Beginning of the year	170000	4.93	170000	4.93
	At the End of the year	170000	4.93	170000	4.93

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	Manoj Kumar Aggarwal				
	At the Beginning of the year	-	-	-	-
	Addition during the year	165100	4.79	165100	4.79
	At the End of the year	165100	4.79	165100	4.79

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	Veena Gupta				
	At the Beginning of the year	155000	4.49	155000	4.49
	At the End of the year	155000	4.49	155000	4.49

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	Charanjit Singh Sodhi				
	At the Beginning of the year	10000	0.29	10000	0.29
	Addition during the year	125100	3.63	125100	3.63
	At the End of the year	135100	3.92	135100	3.92

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	Rekha Gupta				
	At the Beginning of the year	-	-	-	-
	Addition during the year	130400	3.78	130400	3.78
	At the End of the year	130400	3.78	130400	3.78

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	Hiranmoy Manna				
	At the Beginning of the year	-	-	-	-
	Addition during the year	115000	3.33	115000	3.33
	At the End of the year	115000	3.33	115000	3.33

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	Rajesh Gupta				
	At the Beginning of the year	100000	2.90	100000	2.90
	At the End of the year	100000	2.90	100000	2.90

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 31.03.2017
	RAJ KUMAR GUPTA - WTD & CFO		
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20,000	2,40,000
	(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)	20,000	2,40,000
	Ceiling as per the Act		

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

B. REMUNERATION TO OTHER DIRECTORS:

Sl. no	Particulars of Remuneration	Per Month	Upto 31.03.2017
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 31.03.2017
1	Ms. Karishma Jain (ACS-46124) Company Secretary appointed w.e.f. 10.8.2016	20,000	1,40,665

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

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 31.03.2017

[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 1.04.2016 ended on 31.03.2017 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 2017 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 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 on 19th November 2014.

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

- (a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

- (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 CS Karishma Jain, has been appointed as the Company Secretary of the company during the year and the necessary statutory compliances had already been made by the company in this regard.

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
(Proprietor)

ACS : A31951
C P No.: 14469

Place : New Delhi
Date : 26-05-2017

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 31.03.2017

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.

GEMS , JEWELLERY & BULLION

INDUSTRY STRUCTURE AND DEVELOPMENTS

India has substantial reserves of gold, diamond, ruby and other gemstones. The gems and jewellery sector has been playing a very important role in the Indian economy and contributes about 6-7% to the country's gross domestic product (GDP), apart from large scale employment generations and foreign exchange earnings (FEE). Sensing its immense potential, the Government of India has declared the sector as a thrust area for export promotion. The primary segments of the sector in India are gold jewellery and diamonds & gems. India is the world's largest consumer of gold, accounting for over 20 per cent of the global gold consumption. The country is also the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. India exports 95% of the world's diamonds, as per statistics from the Gems and Jewellery Export promotion Council (GJEPC). The industry is projected to generate up to US\$ 35 billion of revenue.

OPPORTUNITIES:

- The country is slowly starting to move towards branded jewellery and consumers are progressively accommodating modern retail formats.
- Gold jewellery exports from India increased on year to year basis.
- India has the high skilled low cost Labour.
- The Indian cut diamonds and designed jewellery are in demand in the international market.

THREATS:

- Gold import is subject to high custom duty which fluctuates & can affect the business severely.
- Gold prices are also not stable that poses threat to the profit margin consequently.
- Tough competition from other players may compel Company to offer competitive price & ultimately affect our profit margin.
- Money Market tightness and financial crunch.
- Alternative to Diamonds such as American Zirconia and CVD
- Consumer avoiding Gold Jewellery as investment option.
- Consumer preference towards branded & imported Designer Jewellery & Watches.
- Working Women does not prefer wearing any type of jewellery.

RISK & CONCERN:

Aggressive competitions by new players, who wish to enter the category, pose a risk of the Company losing its market share. The Company will focus on contemporary designs, better value proposition in the product basket through continuous innovation and on cost management to mitigate the risks.

CHANGES HAPPENING DURING THE FINANCIAL YEAR

During the Financial Year, Company has closed the business of Gems & Jewellery due to competition & commercial & other reasons and preferred/resolved to start the business activities relating to real estate, commission, agents, trading / purchase & sale of bullion & commodities, etc.

REAL ESTATE & SERVICE SECTOR & OTHER BUSINESS (ES)

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

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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 2020.

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 2008–2020.
- 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 in 2018.

THREATS

- 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.

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 has closed the business of Gems & Jewellery due to competition & commercial & other reasons and preferred/resolved to start the business activities relating to real estate, commission, agents, brokers, consultancy, trading / purchase & sale of bullion & commodities, 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: 16.08.2017**

**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 '5' Directors as on 31.03.2017 namely

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

BOARD MEETING

During the financial year ended March 31, 2017, 07 (Seven) 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.	11.04.2016	5.	24.08.2016
2.	26.05.2016	6.	10.11.2016
3.	15.07.2016	7.	09.02.2017
4.	10.08.2016		

Attendance Record of Directors

Sr. No.	Name of Director	No. of Meetings attending during 2016-17			No. of other Directorship(s)		No. of outside Committee(s)	
		Board		Last AGM	Listed	Others	Chairman	Member
		Held*	Attended					
1.	Mr. Raj Kumar Gupta	07	07	Yes	1	2	NIL	2
2.	Mr. P. N. Baidya	07	07	Yes	2	11	NIL	NIL
3.	Mr. Amit Gupta	07	07	Yes	0	4	NIL	NIL
4.	Ms. Lalita Mittal	07	06	No	1	0	0	2
5.	Mr. Pankaj Aggarwal	07	07	Yes	1	1	2	1

* 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.

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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 2016-17.

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 31.03.2017. 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. P. N. Baidya (DIN: 00294339) holds M.B.A. & M.COM Degrees and has more than 15 years of experience in the fields of Stock Market, Finance, Real Estate, etc., and he retires by rotation and being eligible he has offered for re-election.

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

S.No.	Name of the Company	Category of Directorship
1.	A C E C India Private Limited	Director
2.	William Jacks & Company (India) Limited	Director
3.	Jacks Aviation Pvt Ltd.	Director
4.	Duncan Macneill Mines and Granites Limited	Director
5.	Grace Holdings Private Limited	Director
6.	Antique Holdings Private Limited	Director
7.	Buckingham Industries Limited	Director
8.	Jeewan Commercial Limited	Director
9.	First & Second E.Com Private Limited	Director
10.	Aditya Dekoramik Limited	Director
11.	Jacks Home Products Limited	Director
12.	Ruhi India Limited	Director
13.	ASCOM International Limited	Director

COMMITTEES OF THE BOARD

The Board has constituted the following standing Committees:

- [A] **Audit Committee**
- [B] **Remuneration and Nomination Committee**
- [C] **Shareholders'/Investors' Grievance Committee**

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

[A] AUDIT COMMITTEE

In pursuance of section 177 of the Companies Act, 2013 and other applicable laws Board of Directors of the Company has constituted an Audit Committee. The purpose of the audit committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters.

i) Terms of Reference

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment, remuneration and terms of appointment and change of statutory and internal auditors, fixation of audit fee and also approval for payment for any other services.
3. To review & monitor the independence and performance of auditors & effectiveness of audit process.
4. Reviewing with Management the quarterly / half yearly and the annual financial statements before submission to the Board, focusing primarily on :
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of section 134(3) (c) of the Companies Act, 2013.
 - Any Change in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance of legal requirements concerning financial statements.
 - Any related party transactions, 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.

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 Board meeting held on 01.08.2014, inter - alia 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 Six times i.e. 11.04.2016, 26.05.2016, 10.08.2016, 24.08.2016, 10.11.2016 and 09.02.2017 during financial year 2016-17.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Pankaj Aggarwal	6	6
2.	Ms. Lalita Mittal	6	5
3.	Mr. Raj Kumar Gupta	6	6

B. REMUNERATION AND NOMINATION COMMITTEE

In Accordance with the provisions of Section 178 of the Companies Act, 2013 the Board of Directors of the Company in its meeting held on 01.08.2014 has constituted a Committee of Directors to be known as "Remuneration and Nomination Committee".

The role of the Remuneration and Nomination Committee and its constitution is given below :-

Role of Remuneration and Nomination Committee

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

Constitution of the Committee:

Remuneration and Nomination Committee 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. Raj Kumar Gupta : Executive & Non-Independent Director

Mr. Pankaj Aggarwal is the chairman of the committee.

ATTENDANCE RECORD & DETAILS OF THE COMMITTEE MEETING

Remuneration and Nomination committee have met five times i.e. 26.05.2016, 10.08.2016, 24.08.2016, 10.11.2016 and 09.02.2017 during financial year 2016-17.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Pankaj Aggarwal	5	5
2.	Ms. Lalita Mittal	5	4
3.	Mr. Raj Kumar Gupta	5	5

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

S. No.	Director	Remuneration (in Rs.)
1.	Mr. Raj Kumar Gupta	2,40,000/-

[C] SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

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

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i) Terms of reference

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

ii) Composition:

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

Mr. Raj Kumar Gupta is heading the Committee.

Meetings and attendance:

Shareholders / Investors Grievance Committee have met four times i.e. 11.04.2016, 15.07.2016, 10.11.2016 & 09.02.2017 during Financial Year 2016-17.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Raj Kumar Gupta	4	4
2.	Ms. Lalita Mittal	4	3
3.	Mr. P. N. Baidya	4	4

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.

INDEPENDENT DIRECTORS

Independent Directors of the company have additionally met 2 times in the financial year 2016-17 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 2015-16	26.09.2016	Registered Office: R – 489, GF – B, New Rajinder Nagar, New Delhi – 110060	None
AGM for FY 2014-15	12.09.2015	Registered Office: Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam – 781021	To Appoint Mr. Amit Gupta (DIN: 00074483) as Director
AGM for FY 2013-14	29.09.2014	Registered Office: Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam – 781021	1. To Appoint Mr. Raj Kumar Gupta as WTD & CFO 2. To Adopt New Set of Regulation / AOA 3. To Issue Equity Share on Preferential Basis
AGM for FY 2012-13	30.09.2013	Registered Office: Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam – 781021	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 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.

GENERAL SHAREHOLDER INFORMATION

- a) **Annual General Meeting**
 - Date and Time** : 25.09.2017 at 10:00 A.M.
 - Venue** : R-489, GF-B,
New Rajinder Nagar, New Delhi-110060
- b) **Financial Year of the Company** : from April 1st to March 31st

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Tentative Schedule for Financial Year 2017-18

- 1st Quarter ending June 30, 2017 : end of July, 2017
2nd Quarter ending September 30, 2017 : end of October, 2017
3rd Quarter ending December 31, 2017 : end of January, 2017
Annual Result for the year ended March 31, 2018 : end of May, 2018
- c) **Date of Book Closure / Record Date** : 22nd - 25th September, 2017
- 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 is active at BSE but Trading Platform is not available at DSE & CSE.
- j) **Market Price Data**
BSE Ltd: 52 Week High: Rs. 14.25 and 52 Week Low: Rs. 12.50
At CSE & DSE, market price of the share is not available for want of Trading Platform.
- k) **Dematerialization of Shares**
Shares are in physical mode and also in DEMAT with CDSL & NSDL.
- l) **Outstanding GDRs/ADRs/Warrants or any other convertible instruments**
Your Company does not have any GDRs /ADRs / Warrants or any other Convertible Instruments.
- m) **Investor Correspondence**
(i) For transfer of shares, payment of dividend & 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: 1-E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055
Contact: 011-4254 1234, 4254 1960 Email id: rta@alankit.com
- (ii) Ms. Karishma Jain (ACS : 46124) Company Secretary & Compliance Officer, at Registered Office of the Company
- n) **Address for Correspondence**
The Correspondence may be addressed to
Ms. Karishma Jain (ACS-46124) Company Secretary & Compliance Officer, at Registered Office of the Company,

OR

Mr. J. K. Singla, Senior Manager, Alankit Assignments Ltd., at
1-E/13, Alankit House, Jhandewalan Extension, New Delhi-110055,
Tel. No. +91-4254-1234, 4254-1960, Email id: rta@alankit.com.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

o) SHAREHOLDING PATTERN

Shareholding pattern as on 31st March, 2017:

Category code (I)	Category of Shareholder (II) (III)	Number of shares (IV)	Total number of Shareholders
(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	6	72700
(d)	Financial Institutions/ Banks		
(e)	Any Others(Specify)		
(e-i)			
(e-ii)			
	Sub Total(A)(1)	6	72700
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)	6	72700
(B)	Public shareholding		
1	Institutions		
(a)	Mutual Funds/ UTI	0	0
(b)	Financial Institutions Banks	0	0
(c)	Central Government/ State Government(s)	0	0
(d)	Venture Capital Funds	0	0
(e)	Insurance Companies	0	0
(f)	Foreign Institutional Investors	0	0
(g)	Foreign Venture Capital Investors	0	0
(h)	Qualified Foreign Investor	0	0
(i)	Any Other (specify)	6	487300
(i-ii)			
(i-ii)			
	Sub-Total (B)(1)	6	487300
B 2	Non-institutions		
(a)	Bodies Corporate		
(b)	Individuals		
I	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	459	548700
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	26	2341300
(c)	Qualified Foreign Investor		
(d)	Any Other (specify)	0	0
(d-i)			
(d-ii)			
	Sub-Total (B)(2)	485	2890000

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	491	3377300
	TOTAL (A)+(B)	497	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)	497	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: 16.08.2017

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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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, 2017, 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.

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 & Co.
(Company Secretaries)

Place : New Delhi
Date : 04.08.2017

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

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

I, Raj Kumar Gupta (DIN: 00074532), WTD & CFO, 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 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: 16.08.2017

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

G.K. KEDIA & CO.
Chartered Accountants

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
DECOROUS INVESTMENT AND TRADING COMPANY LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **DECOROUS INVESTMENT AND TRADING COMPANY LIMITED, [CIN: L67120DL1982PLC289090]** ("the Company"), which comprise of the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies, notes and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the Audit Report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

OPINION

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

- a) In the case of the Balance Sheet, of the state of affairs of the company as at 31.03.2017;
- b) In the case of the Statement of Profit and Loss, of the Loss of the company for the year ended on that date.
- c) In the case of the Cash Flow Statements, of the cash flows of the company for the year ended on that date.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by sub – section (11) of Section 143 of the Act, a statement on the matters specified in paragraphs 3 and 4 of the **Companies (Auditors' Report) Order, 2016** ("the Order") issued by the Central Government of India has been reported in "**Annexure-I**" to this Report.
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 company has no branch offices and consequently we have not received any report on account of branch of the company.
 - d) The Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
 - f) On the basis of written representations received from the Directors as on 31st March, 2017 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of section 164(2) of the Act;
 - g) With respect to the adequacy of the internal financial controls over financial reporting 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) Company does not have any pending litigation which would impact its financial position;
 - (ii) Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - (iii) No amounts were required to be transferred to the Investor Education and Protection Fund by the company as on 31.03.2017.
 - (iv) The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and as per information and explanation given to us these are in accordance with the books of account maintained by the company.

For **G. K. Kedia & Co.**
Chartered Accountants
Firm Registration No.: 013016N

Arvind Sharma
Partner
M. No. 530217

Place: New Delhi
Date: 26.05.2017

ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE 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, 2016 as follows:

- i) a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- 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, the title deeds of immovable properties are held in the name of the company.
- ii) According to the information and explanation given to us, inventories were physically verified by the management at reasonable intervals & no material discrepancies have been noticed.
- 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, secured or unsecured, to companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, sub clause (a), (b), and (c) of this clause are not applicable to this company;
- 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 not granted loans, made investments, provide guarantees or securities under section 185 & 186 of the Companies Act, 2013;
- v) 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 accepted any deposits. Therefore, compliances as stated in this clause with respect to directive issued by the Reserve Bank of India, the provision of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, the rules framed thereunder are not required. Further, according to the information and explanations given to us, no order was passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal for this company. Therefore, question of compliance or contravention with the same does not arise;
- vi) The provision of clause (3) (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Auditors) Rules, 2014;
- 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 31.03.2017, 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 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;
- ix) 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;
- x) 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;

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

- xi) 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 Managerial Remuneration has been paid during the year, therefore this clause of the Order is not applicable to this company;
- 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 parties transactions are in compliance with sections 177 and 188 of Companies Act, 2013 and the details of same have been disclosed in Financial Statements etc., as required by the applicable accounting standards;
- xiv) 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 made any preferential issue / private placement of shares or debentures during reporting period, therefore this clause of the Order is not applicable to this company;
- 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) 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.

For **G. K. Kedia & Co.**
Chartered Accountants
Firm Registration No.: 013016N

Arvind Sharma
Partner
Membership No.: 530217

Place: New Delhi
Date: 26.05.2017

ANNEXURE-II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF DECOROUS INVESTMENT AND TRADING COMPANY LIMITED

(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, 2017 in conjunction with our audit of the standalone 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.

AUDITORS' 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 judgement, including the assessment of the risks of material misstatement of the 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 the reliability 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

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

- (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.

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, 2017, 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
Firm's Registration No.01316N

Arvind Sharma
Partner
Membership No. 530217

Place : New Delhi
Date : 26.05.2017

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING CO. LTD

CIN: L67120DL1982PLC289090

BALANCE SHEET AS AT MARCH 31, 2017

Amount in ₹

Particulars	Note	As at 31.03.2017	As At 31.03.2016
EQUITY AND LIABILITIES			
SHAREHOLDER'S FUNDS			
Share Capital	2.1	3,45,00,000.00	3,45,00,000.00
Reserves and Surplus	2.2	(1,41,556.40)	1,32,273.87
CURRENT LIABILITIES			
Short-Term Provisions	2.3	38,786.64	85,813.04
Other Current Liabilities	2.4	47,800.00	6,66,319.00
		3,44,45,030.24	3,53,84,405.91
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets (Tangible)	2.5	83,113.00	1,14,855.00
Loans and Advances	2.6	5,00,000.00	8,36,976.00
Deferred tax Assets	2.7	19,736.66	12,738.42
CURRENT ASSETS			
Loans / Advances	2.8	3,17,00,000.00	2,52,00,000.00
Inventory		0.00	76,51,319.04
Trade Receivables	2.9	0.00	13,28,119.00
Cash and Cash Equivalents	2.10	21,09,203.58	2,38,671.17
Other Current Assets	2.11	32,977.00	1,727.19
		3,44,45,030.24	3,53,84,405.91
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	1&2		

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

As per our even Report attached
For G. K. Kedia & Co.
 Chartered Accountants
 Firm's Registration No. 013016N

Arvind Sharma
 Partner
 Membership No. 530217

Place: New Delhi
 Date : 26.05.2017

For Decorous Investment & Trading Co. Ltd.

Raj Kumar Gupta
 Director
 DIN: 00074532

Amit Gupta
 Director
 DIN: 00074483

Karishma Jain
 Company Secretary
 Membership No. 46124

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING CO. LTD

CIN: L67120DL1982PLC289090

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

Amount in ₹

Particulars	Note	Year ended 31.03.2017	Year ended 31.03.2016
REVENUE			
Revenue from Operations			
Sale of Jewellery, Bullion, etc.,		1,51,61,245.00	8,19,24,235.00
Other Income	2.12	6,16,306.00	0.00
Misc. Balance Written Back		274.32	0.00
		1,57,77,825.32	8,19,24,235.00
EXPENSES			
Purchase of Stock In Trade		62,11,590.00	8,04,58,500.00
Increase/(Decrease) In Inventory		76,51,319.07	(17,55,065.04)
Employee Benefits Exp	2.13	9,78,067.00	12,32,500.00
Finance Costs	2.14	7,941.00	62380.00
Depreciation and Amortization Expenses	2.5	52,742.00	1,07,003.00
Other expenses	2.15	7,81,232.10	16,84,867.59
Total Expenses		1,56,82,891.17	8,17,90,185.55
Profit before exceptional and extraordinary items and tax		94,934.15	1,34,049.45
Exceptional items		3,36,976.00	0.00
Profit before extraordinary items and tax		(2,42,041.85)	1,34,049.45
Extraordinary Items		0.00	0.00
PROFIT BEFORE TAX		(2,42,041.85)	1,34,049.45
Tax Expense:			
Current Tax		38,786.64	85,813.04
Earlier Tax		0.00	(29,408.04)
Deferred Tax		(6,998.22)	(20,282.42)
Profit for the year		(2,73,830.27)	97,926.87
Earning Per Share			
(Equity share of par value of ₹ 10/- each)			
Basic		10.00	10.00
Diluted		(0.08)	0.03
		(0.08)	0.03
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	1&2		

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

As per our even Report attached

For G. K. Kedia & Co.

Chartered Accountants

Firm's Registration No. 013016N

Arvind Sharma

Partner

Membership No. 530217

Place : New Delhi

Date : 26.05.2017

For Decorous Investment & Trading Co. Ltd.

Raj Kumar Gupta

Director

DIN: 00074532

Amit Gupta

Director

DIN: 00074483

Karishma Jain

Company Secretary
Membership No. 46124

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING CO. LTD

CIN: L67120DL1982PLC289090

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2017

Amount in ₹

Particulars	Current Year 31.03.2017	Previous Year 31.03.2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit after tax	(2,73,830.27)	97,926.87
Adjustments For :-		
Income Tax	38,786.64	56,405.00
Deferred tax	(6,998.22)	(20,282.42)
Depreciation	52,742.00	1,07,003.00
Interest / Dividend Received	(38,901.00)	0.00
Misc. Balance Written Off	3,36,972.03	-
Operating profit before working capital changes	1,08,771.18	2,41,052.45
(Increase)/Decrease in Trade Receivables	13,28,119.00	22,10,540.00
(Increase)/Decrease in inventories	76,51,319.04	(17,55,065.04)
(Increase)/Decrease in other current assets	(31,249.81)	(1,727.24)
Increase/(Decrease) in current liabilities	(6,18,519.00)	5,36,931.00
(Increase)/Decrease in Loans and Advances	(65,00,000.00)	1,391.00
Direct Taxes paid	(85,809.00)	
CASH GENERATED FROM OPERATIONS	18,52,631.41	7,22,530.17
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(21,000.00)	(1,09,000.00)
Security Deposit Given	0.00	(5,00,000.00)
Sale of investments	0.00	0.00
Sale of Shares	0.00	0.00
Interest / Dividend received fixed deposit	0.00	-
	(15,00,000.00)	0.00
Net cash flow from investing activities (B)	(15,21,000.00)	(6,09,000.00)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Capital Contribution	0.00	0.00
Increase / (Decrease) in borrowings	0.00	0.00
Net cash flow from financing activities ©	0.00	0.00
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B)	3,31,631.41	1,13,530.17
CASH AND CASH EQUIVALENTS		
Beginning of the year	2,38,671.17	1,25,141.00
End of the year	5,70,302.58	2,38,671.17

As per our even Report attached

For G. K. Kedia & Co.

Chartered Accountants

Firm's Registration No. 013016N

Arvind Sharma

Partner

Membership No. 530217

Place : New Delhi

Date : 26.05.2017

For Decorous Investment & Trading Co. Ltd.

Raj Kumar Gupta

Director

DIN: 00074532

Amit Gupta

Director

DIN: 00074483

Karishma Jain

Company Secretary
Membership No. 46124

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES which are integral part of financial statements for the year ended March 31, 2017 :-

Decorous Investment and Trading Company Limited ("the Company") was incorporated on November 22, 1982 with main objects to invest in properties, debentures, securities and to do the business of promoters, investment consultants etc. Certificate of Commencement of Business was issued by ROC dated December 15, 1982.

At the meetings of Board & Shareholders held on 23rd day of August 2014 & 29th day of September 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.

Company was carrying out the business of Gems and Jewellery but now it is carrying out business of Real Estate, Brokers, Agents, Traders, Bullion, Commodities, Consultants, etc.

1 Significant Accounting Policies

1.1 Basis of preparation of financial statements

These financial statements are prepared on under the historical cost convention, in compliance in accordance with Generally Accepted Accounting Principles (GAAP) in India on accrual basis. GAAP Comprises accounting standards as specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, to the extent applicable. Accounting policies have been consistently applied.

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

1.2 Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, reported amount of assets and liabilities and disclosure relating to contingent assets and liabilities as of the date on the financial statements. Accounting estimate could change from period to period and actual results could differ from those estimates.

1.3 Revenue recognition

Revenue is recognized on accrual basis. Dividend income is accounted for on receipt basis.

1.4 Inventories

There are no inventories available with company as company has stopped trading in gems & jewellery, bullion etc

1.5 Employee benefits

In accordance with Accounting Standard-15 (Revised) "Employee Benefits", short term benefits are charged to profit & loss statement as and when they occur. Long term benefits are given to employees as required by law and charged to profit and loss accounts for the period to which they relate on the basis of best possible estimates.

1.6 Fixed Assets

Tangible Assets are recognised at the cost incurred to purchase and bring them into the condition which makes it able to be used by the company. Historical Cost method is being followed. No revaluation of assets is done. Tangible Assets are depreciated on the basis of life prescribed in Schedule II of Companies Act, 2013 following Diminishing Balance Method. Intangible Assets, if any, will be amortised in compliance with *Accounting Standard-26* on Straight Line Method.

1.7 Impairment of Assets

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life to their present value based on an appropriate discount factor.

1.8 Provisions and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

1.9 Taxes

Taxation, if any, is being provided at the rate prevailing during relevant period under normal provisions prescribed by the Income tax Act, 1961 and rules made thereunder.

The difference between taxable income and the net profit or loss before tax for the year as per the financial statements are identified and the tax effect of the deferred tax asset or deferred tax liability is recorded for timing differences, i.e. difference that originate in one accounting year and reverse in another. The tax effect is calculated on accumulated timing differences at the end of the accounting year based on effective tax rates that would apply in the years in which the timing differences are expected to reverse.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

1.10 Cash and Other Bank Balances

Cash and other bank balances comprise cash on hand and balances with banks.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2017:-

2.1 Share Capital

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Authorised		
Equity shares 4,000,000 (4,000,000) of par value ₹10/- (₹ 10/-) each	4,00,00,000.00	4,00,00,000.00
	4,00,00,000.00	4,00,00,000.00
Issued, Subscribed and Paid up		
Equity shares 3,450,000 (3,450,000) of par value ₹ 10/- (₹ 10/-) each fully paid up	3,45,00,000.00	3,45,00,000.00
	3,45,00,000.00	3,45,00,000.00

Equity Shares

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

Reconciliation of the number of shares outstanding

Particulars	As at 31.03.2017		As at 31.03.2016	
	No. of shares	Value	No. of shares	Value
EQUITY SHARES				
Shares outstanding at the beginning	34,50,000	3,45,00,000.00	34,50,000	3,45,00,000.00
Add : Shares issued during the period	-	-	-	-
Total Shares outstanding at the end of the year	34,50,000	3,45,00,000.00	34,50,000	3,45,00,000.00

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

Name of the company	Class of shares	31.03.2017		31.03.2016	
		Nos.	%	No.	%
Sita Rani	Equity Shares	1,75,000	5.07	1,75,000	5.07
Sumit Gupta	Equity Shares	1,75,000	5.07	1,75,000	5.07
		3,50,000		3,50,000	

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2017:-

2.2 Reserves and Surplus Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Profit & Loss Account		
Balance in Profit & Loss Account - Opening	1,32,273.87	34,347.00
Add : Profit during the year	(2,73,830.27)	97,926.87
Balance in Profit & Loss Account - Closing	(1,41,556.40)	1,32,273.87
	(1,41,556.40)	1,32,273.87
Total Reserves & Surplus	(1,41,556.40)	1,32,273.87

2.3 Short-term Provisions

Particulars	As at 31.03.2017	As at 31.03.2016
Provision for Income Tax	38,786.64	85,813.04
	38,786.64	85,813.04

2.4 Other Current Liabilities

Particulars	As at 31.03.2017	As at 31.03.2016
Expense payable	47,800.00	6,66,319.00
	47,800.00	6,66,319.00

NOTES - which are integral part of financial statements for the year ended March 31, 2017

2.5 FIXED ASSETS AND DEPRECIATION

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	Gross Value As on 1-4-2016	Addi- tion	Dele- tion	Gross Value As on 31-03-2017	Accumu- lated Dep	Current Year Dep	Total Dep	WDV As On 31-3-2017	WDV As On 1-4-2016
(A) Computer Computer	61,150.00	-	-	61,150.00	46,775.00	9,266.00	56,041.00	5,109.00	14,375.00
(B) Furniture & Fixture Furniture	26,840.00	21,000.00	-	47,840.00	11,039.00	5,171.00	16,210.00	31,630.00	15,801.00
(C) Office Equipment Security Camera Battery & Invertor Mobile Phone	45,000.00 32,000.00 69,000.00	- - -	- - -	45,000.00 32,000.00 69,000.00	18,685.00 15,096.00 27,540.00	11,897.00 7,641.00 18,767.00	30,582.00 22,737.00 46,307.00	14,418.00 9,263.00 22,693.00	26,315.00 16,904.00 41,460.00
TOTAL	2,33,990.00	21,000.00	-	2,54,990.00	1,19,135.00	52,742.00	1,71,877.00	83,113.00	1,14,855.00
PREVIOUS YEAR	1,24,990.00	1,09,000.00	-	2,33,990.00	12,132.00	1,07,003.00	1,19,135.00	1,14,855.00	1,12,858.00

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTES - which are integral part of financial statements for the year ended March 31, 2017

Amount in ₹

2.6 Loans and Advances (Non-Current)

Particulars	As at 31.03.2017	As at 31.03.2016
Security Deposit	5,00,000.00	5,00,000.00
Advance Income Tax	0.00	3,36,976.00
	5,00,000.00	8,36,976.00

There is no loan and advance due by directors or officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a member.

2.7 Deferred Tax Asset/ (Liability)

Particulars	As at 31.03.2017	As at 31.03.2016
Timing Difference on Depreciation	19,736.22	12,738.42
	19,736.22	12,738.42

2.8 Loans / Advances (Current)

Particulars	As at 31.03.2017	As at 31.03.2016
Advance For Purchase of Property	3,17,00,000.00	2,52,00,000.00
	3,17,00,000.00	2,52,00,000.00

2.9 Trade Receivables

Particulars	As at 31.03.2017	As at 31.03.2016
Due for more than 6 months	0.00	13,08,119.00
Others	0.00	20,000.00
	0.00	13,28,119.00

2.10 Cash and Bank Balances

Particulars	As at 31.03.2017	As at 31.03.2016
A) Cash And Cash Equivalent		
Cash on Hand	55,700.00	1,68,278.99
Bank of Maharashtra	14,070.41	4,502.41
PNB - Preferential Issue	18,850.24	19,150.17
SBBJ Bank	0.00	30,925.02
PNB - C/A	4,81,681.93	15,814.58
B) Other Bank Balances		
Fixed Deposit	15,38,901.00	0.00
	21,09,203.58	2,38,671.17

2.11 Other Current Assets

Particulars	As at 31.03.2017	As at 31.03.2016
TDS recievable	32,977.00	0.00
Duties & Taxes	0.00	1,727.19
	32,977.00	1727.19

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2017 :-

2.12 Other income

Amount in ₹

Particulars	Year ended 31.03.2017 (₹)	Year ended 31.03.2016 (₹)
Commission Income	5,73,082.00	0.00
Interest on FDR	43,224.00	0.00
	6,16,306.00	0.00

2.13 Employees Benefit Exp

Particulars	Year ended 31.03.2017 (₹)	Year ended 31.03.2016 (₹)
Salary to Employees	9,78,067.00	12,32,500.00
	9,78,067.00	12,32,500.00

2.14 Financial Costs

Particulars	Year ended 31.03.2017 (₹)	Year ended 31.03.2016 (₹)
Interest on Income Tax	7,761.00	56,408.00
Interest on TDS	180.00	0.00
	7,941.00	56,408.00

2.15 Administrative & other expenses

Particulars	Year ended 31.03.2017 (₹)	Year ended 31.03.2016 (₹)
Annual Listing Fees	2,29,000.00	2,78,890.00
Rent Expense	1,52,000.00	3,12,000.00
Mics Exp	1,23,286.10	2,91,859.99
Printing and stationery	89,356.00	65,194.00
Business Promotion Exp	45,500.00	3,14,960.00
Secretarial Audit Fee	30,000.00	25,000.00
Auditor's Remuneration		
Audit Fees	19,500.00	22,900.00
Other Fees	15,000.00	4,750.00
Filing Fee - ROC	19,100.00	15,600.00
Telephone Exp	15,500.00	32,512.00
Electricity Exp	12,690.00	35,900.00
Internal Audit Fee	11,500.00	25,000.00
Professional charges	10,800.00	1,46,600.00
Travelling Exp	8,000.00	1,19,673.60
	7,81,232.10	16,90,839.59

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2017

2.16 Related Party Disclosures

a) Name of the Related Parties : Key Management Personnel	:	<ol style="list-style-type: none"> 1. Sh. P.N. Baidya - Director 2. Sh. Raj Kumar Gupta - WTD & CFO 4. Sh. Pankaj Aggarwal - Director 3. Ms Lalita Mittal - Director 5. Sh. Amit Gupta - Director
Enterprises over which Key Management Personnel / Shareholders/ Relatives have significant influence	:	Swagtam Trading and Services Limited

2.17 Deferred Taxation

Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

2.18 Earning per share

Basic earning per share is calculated by dividing the net profit / loss for the year attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

For calculating diluted earning per share, the net profit / loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all diluted potential equity shares.

The following is the computation of earnings per share :-

Particulars		31.03.2017	31.03.2016
Net profit as per P&L A/C	₹	(2,73,830.27)	97,927.00
Weighted average number of shares outstanding	shares	34,50,000	34,50,000
Weighted average number of equity shares & potential equity share equivalents outstanding	shares	34,50,000	34,50,000
Nominal Value of shares	₹	10.00	10.00
Basic earning per shares	₹	(0.08)	0.03
Diluted earning per share	₹	(0.08)	0.03

2.19 Post Balance Sheet Events

No material events occurred after the Balance Sheet date.

2.20 Loans / Advances

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

2.21 Segment Reporting

The accounting policies applicable to the reportable segment are the same as those used in the preparation of the financial statements as set out above. Segment revenue expenses include amounts which can be directly identifiable to the segment or allocable on a reasonable basis.

Segment assets include all operating assets used by the segment and consist primarily of debtors and fixed assets, Segment liabilities include all operating liabilities and consist primarily of creditors and statutory liabilities.

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 AS 17 regarding „Segment Reporting issued by The Institute of Chartered Accountants of India.

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2017

2.22	Contingent Liabilities Particulars	31.03.2017 (₹)	31.03.2016 (₹)
	Contingent Liabilities	NIL	NIL
2.23	Foreign Currency Transactions Particulars	31.03.2017 (₹)	31.03.2016 (₹)
	a. Expenditure in Foreign Currency	NIL	NIL
	b. Income in Foreign Currency	NIL	NIL

2.24 Previous year's figures

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

2.25 The details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in the Table below:

Particulars	SBNs	Other Denomination notes
CLOSING CASH IN HAND AS ON 08.11.2016	1,93,000.00	300.00
(+) PERMITTED RECEIPT	54,200.00	-
(-) PERMITTED PAYMENTS	0.00	-
(-) AMOUNT DEPOSITED IN BANKS	1,93,000.00	-
CLOSING CASH IN HAND AS ON 30.12.2016	54200 .00	300.00

For Decorous Investment & Trading Co. Ltd.

For G. K. Kedia & Co.
Chartered Accountants
Firm's Registration No. 013016N

Raj Kumar Gupta
Director
DIN: 00074532

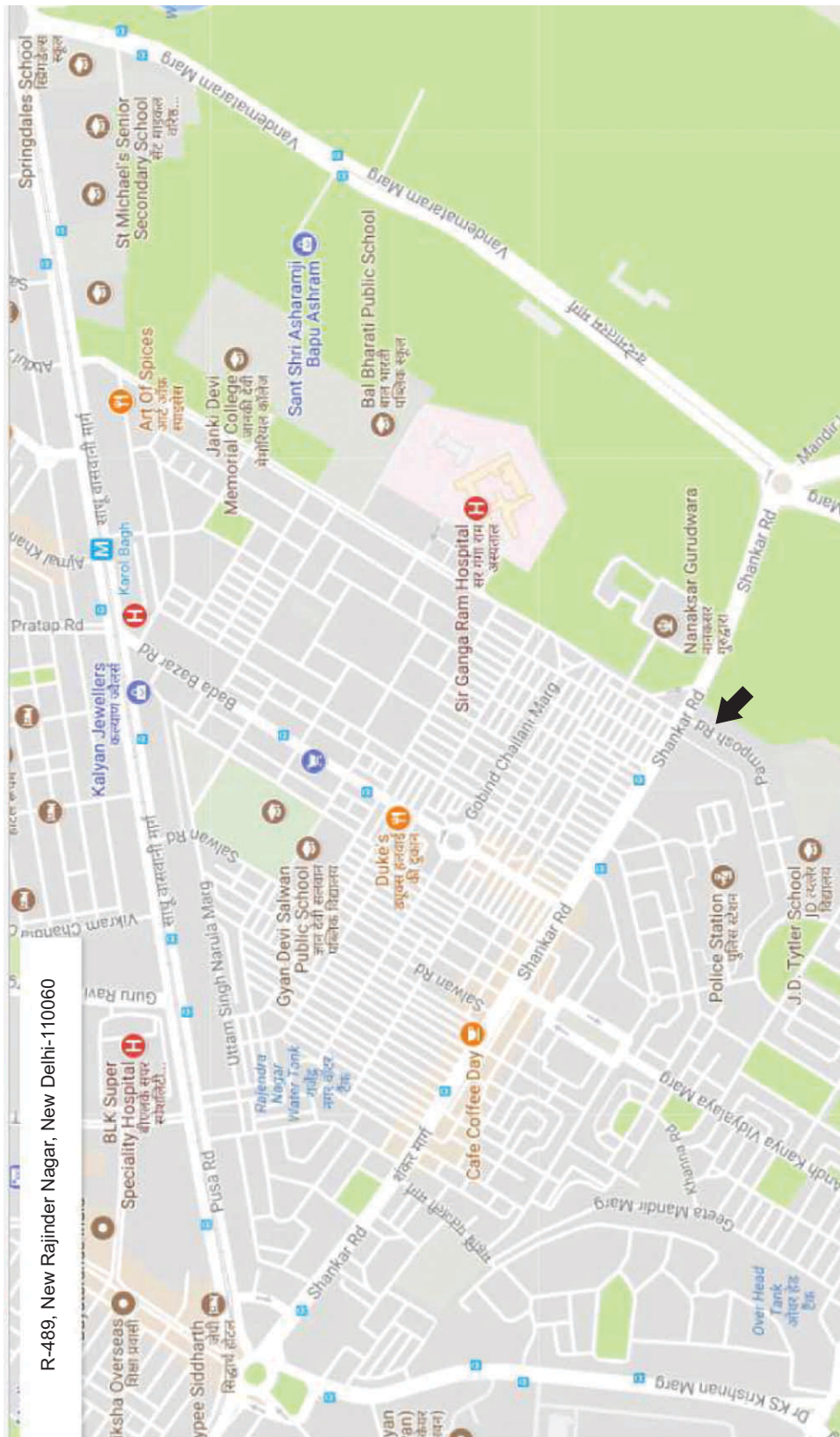
Amit Gupta
Director
DIN: 00074483

Arvind Sharma
Partner
Membership No. 530217

Place: New Delhi
Date : 26.05.2017

Karishma Jain
Company Secretary
Membership No. 46124

ROAD MAP



DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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

CIN: L67120DL1982PLC289090

ATTENDANCE SLIP

34th ANNUAL GENERAL MEETING

MONDAY, 25TH SEPTEMBER, 2017, AT 10.00 A.M.

AT R-489, GF-B, NEW RAJINDER NAGAR, NEW DELHI – 110060

PLEASE COMPLETE THIS ATTENDANCE SLIP & HAND IT OVER AT THE ENTRANCE.

Members are requested to bring the copy of Annual Report alongwith them to the AGM :-
Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder:

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

Address:

No. of Shares held :

Name of the Proxy, if any:

I/ We hereby record my/ our presence at the AGM.

Place:

Dated:

Member's / Proxy's Signature

ELECTRONIC 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 34th Annual General Meeting will be transacted through remote E-Voting (facility to cast vote from a place other than Venue of AGM).

EVEN (E-voting Event Number)	User ID	Password
1 0 6 7 5 7		

Please refer to Note No 18 of NOTICE

REGISTRATION OF E-MAIL & CONTACT DETAILS FOR FUTURE COMMUNICATION

Name of the Shareholder:

Telephone No. :

Mobile No. :

Email ID:

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

Registered Address:

No. of Shares held:

Signature of the Shareholder:

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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

CIN: L67120DL1982PLC289090

34TH ANNUAL GENERAL MEETING

MONDAY, 25TH SEPTEMBER, 2017, AT 10.00 A.M.

AT R-489, GF-B, NEW RAJINDER NAGAR, NEW DELHI – 110060

FORM No. MGT-11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Affix
Revenue
Stamp
of 1/- Rupee

Name of the Shareholder:

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

Address:

No. of Shares held:

I/We being a Member/ Shareholders of **Decorous Investment & Trading Co. Ltd.** hereby appoint :-

Mr./ Mrs.

Failing him/ her, Mr./ Mrs.

R/o

Email Id:

Tele/Mobile No. :

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf, if not already voted by me/us through remote voting, at the **34th Annual General Meeting** of the members of the Company, to be held on **Monday, 25.09.2017 at 10:00 A.M** at **R-489, GF-B, New Rajinder Nagar, New Delhi – 110060** and at any adjournment thereof in respect of such Resolutions as indicated below:-

S. No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST

Ordinary Business

1.	To receive, consider & adopt the Audited Balance Sheet and Statement of Profit & Loss as at 31.03.2017 and Cash Flow Statements, etc. for the year ended 31.03.2017 alongwith the Reports of Auditors & Directors thereon		
2.	To re-appoint Mr. P. N. Baidya (DIN: 00294339) 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.		

Signed thisday of September, 2017

Signature of Shareholder:

Signature of Proxy:

Notes:

1. This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office, not less than 48 hours before the commencement of the AGM.
2. For the Resolutions and Notes, please refer to NOTICE of 34th AGM.
3. *It is optional to put '√' in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.