

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

To the Members,

NOTICE IS HEREBY GIVEN THAT 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON SATURDAY, THE 12TH DAY OF SEPTEMBER, 2015 AT 02:00 P.M. AT "GIRISH CHANDRA BARDALAI PATH, BAMUNIMAIDAN, GUWAHATI, ASSAM - 781021" 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 2015, and the 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. Prabindra Nath 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 MOHAN & MOHAN, Chartered Accountants, FRN - 002612N, as statutory auditors of the company to hold office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any of the Companies Act 2013 or Rules made thereunder, M/s MOHAN & MOHAN, Chartered Accountants, FRN - 002612N be and is hereby re-appointed as the Statutory Auditors of the company to hold the office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorised to fix their remuneration and to do all such acts & deeds as may be necessary in this regards."

SPECIAL BUSINESS

ITEM NO. – 4:

TO APPOINT MR. AMIT GUPTA (DIN: 00074483) AS DIRECTOR

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

"RESOLVED THAT pursuant to the provision of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rule, 2014 (including any statutory modification or enactment thereof for the time being in force) Mr. Amit Gupta (DIN: 00074483) who was appointed as additional director under Section 161 of the Companies Act, 2013, effective 29.01.2015 and holds office upto the date of 32nd Annual General Meeting and the Company having received a notice in writing, under section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non Executive Director of the Company, liable to retire by rotation."

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

Place: New Delhi
Dated: 31.07.2015

Raj Kumar Gupta - DIN: 00074532
Whole Time Director & CFO
1/11682, Panchsheel Park,
New Delhi- 110032

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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 / Corporate Office, duly completed and signed, not less than 48 hours before the time fixed for commencement of the AGM i.e. by 02:00 p.m. on 12th September, 2015.
2. Explanatory Statement under Section 102(1) of the Companies Act, 2013 which sets out details relating to Special Business to be transacted at the Meeting, is annexed hereto and forms part of the Notice.
3. 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 authorising the representatives to attend and vote on their behalf at the AGM.
4. 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 along with Annual Report.
5. In case 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.
6. Register of Members & Share Transfer Books of the company will remain closed from **09.09.2015 to 12.09.2015** (both days inclusive).
7. Queries proposed to be raised at the AGM may be sent to the Company at its Corporate / Registered Office at least Seven days prior to the date of AGM to enable the Management to Compile the relevant information enabling to Reply the same.
8. Copies of the Memorandum and Articles of Association of the Company and the Documents referred to in the Notice etc., shall be open for inspection at the Corp./Registered Office of the Company on any working day between 11 A.M. and 5 P.M. up to the date of the AGM.
9. 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.
10. Brief profile of the Directors seeking appointment / re-appointment, as mandated under Clause 49 of the Listing Agreement with Stock Exchanges, forms part of the Notice.
11. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent or to the Company.
12. Securities and Exchange Board of India (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 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 Registrar and Transfer Agent or to the Company.
13. 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 along with Pin Code Number, and e-mail ID, etc., to the Registrar and Share Transfer Agent or to Company.
14. Electronic copy of the Annual Report for 2014-15 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 Annual Report for 2014-15 is being sent in the permitted mode.
15. Electronic copy of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with 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 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2014-15 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 Corporate and Registered Office in Delhi and Assam, respectively, 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, the shareholders may also send requests to the Company's investor email id: decorous1982@gmail.com.

16. 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.
17. 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 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.
18. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the 32nd Annual General Meeting.
19. **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 Clause 35B of the Listing Agreements with Stock Exchanges, the company is provide members facility to exercise their right to vote on resolution proposed to be passed in the 32nd 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 Voting Cycles.
7. Select Electronic Voting Event Number "EVEN" of Decorous Investment & Trading Co. Ltd. [**102292**] as given in the body of E-mail. Now you are ready for e-voting as Cast Vote page opens and you can cast vote online from **September 9, 2015 (9:00 am) till September 11, 2015 (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.

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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. [102292] 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 Wednesday, 09th September, 2015 and ends at 5:00 P.M. on Friday, 11th September, 2015. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **5th September, 2015** may cast their vote electronically. Once the vote on a resolution is cast by the 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 by ballot paper.
3. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
4. The 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 e-voting process 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. 05th September, 2015.
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. 05th September, 2015 only shall be entitled to avail the 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 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. The Scrutinizer, after scrutinising 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 along with 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 The results shall simultaneously be communicated to the Stock Exchanges, where the Company's shares are listed.

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

Place: New Delhi
Dated: 31.07.2015

Raj Kumar Gupta - DIN: 00074532
Whole Time Director & CFO
1/11682, Panchsheel Park,
New Delhi- 110032

DECOROUS INVESTMENT & TRADING COMPANY LIMITED

EXPLANATORY STATEMENT

[Pursuant to section 102 of the Companies Act, 2013 relating to the special business to be transacted at the Annual General Meeting (AGM)]

ITEM NO. – 4: TO APPOINT MR. AMIT GUPTA (DIN: 06911742) AS DIRECTOR

Mr. Amit Gupta (DIN: 00074483) was appointed as Additional Director of the Company w.e.f. 29.01.2015 in accordance with the Provisions of Section 161 of Companies Act, 2013 & Articles of Association.

Pursuant to the Provisions of Section 161 the above Director holds office up to the date of the ensuing Annual General Meeting. In this regard the company has received a request in writing from a member of the company proposing Mr. Amit Gupta (DIN: 00074483) as a candidate for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Amit Gupta on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors & Key Managerial Personal, except Mr. Amit Gupta (DIN: 00074483) is interested in the said resolution.

The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

Brief Resume of Appointee Director

Mr. Amit Gupta (DIN: 00074483) holds M.B.A. & M.COM Degrees and has more than 15 years of experience in the fields of Stock Market, Finance, Jewellery, Real Estate, etc.,

At present he holds the Directorship in the following Companies

S.No.	Name of the Company	Category of Directorship
1.	Shubh Estates Private Ltd	Director
2.	Unique Credits Private Limited	Director
3.	Dune Estates Private Limited	Director
4.	Empire Realcon Private Limited	Director
5.	Jai Bhikshu Credit And Holdings Limited	Director
6.	Decorous Investment And Trading Company Limited	Director

Mr. Amit Gupta (DIN: 00074483) holds 170000 (4.93%) shares of the Company.

Disclosure of Interest of Board Members

None of the Directors except Mr. Amit Gupta (DIN: 00074483) is interested in the proposed resolution.

Mr. Amit Gupta (DIN: 00074483) shall be deemed to be interested in the resolution to the extent of his shareholding & Directorship.

The resolution stated in the item No. 4 is placed for kind consideration and approval of members of the Company. Board recommends the appointment of Amit Gupta (DIN: 00074483) as the Director of the Company.

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

Place: New Delhi
Dated: 31.07.2015

Raj Kumar Gupta - DIN: 00074532
Whole Time Director & CFO
1/11682, Panchsheel Park,
New Delhi- 110032