

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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EXTRA - ORDINARY GENERAL MEETING	
Date	17.12.2015
Day	THURSDAY
Time	10:30A.M.
Place	GIRISH CHANDRA BARDALAI PATH, BAMUNIMAIDAN, GUWAHATI, ASSAM - 781021

*If undelivered, please return to:*

**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

R-489, GF-B, Ground Floor, New Rajinder Nagar New Delhi – 110060

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

## CORPORATE INFORMATION

<b>BOARD OF DIRECTORS</b>		
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
Mr. Mohit Kumar	ACS: 38142	Company Secretary & Compliance Officer
<b>CONTACTS DETAILS</b> Tel : 011-42475489 Mob : 9911223638 Email : <a href="mailto:decorous1982@gmail.com">decorous1982@gmail.com</a> Website : <a href="http://www.ditco.in">www.ditco.in</a>		CIN : L67120AS1982PLC007076 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 Jewellery, Diamonds, Gems, Precious Metals & Stones, Etc ISIN : INE183R01010
<b>LISTING STATUS</b> 1. BSE Ltd. 2. Calcutta Stock Exchange Ltd. 3. Delhi Stock Exchange Ltd.		
<b>BANKERS</b> 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		<b>REGISTRAR</b> 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
<b>OFFICES</b>		
<b>REGISTERED OFFICE</b> Girish Chandra Bardalai Path, Bamunimaidan Guwahati, Assam – 781021 (Under process of shifting to New Delhi)		<b>CORPORATE OFFICE</b> R-489, GF- B, Ground Floor, New Rajinder Nagar, New Delhi – 110060
<b>JEWELLERY SHOW ROOM</b>		
2480, GF, Gali No. 8, Beadon Pura, Gurudwara Road, Karol Bagh, New Delhi-110005 Phone : 011-42542560, 9911223638		
<b>IMPORTANT COMMUNICATION TO THE MEMBERS</b>		
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 EXTRA-ORDINARY GENERAL MEETING

To the Members,

NOTICE IS HEREBY GIVEN THAT EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON THURSDAY, THE 17<sup>TH</sup> DAY OF DECEMBER, 2015 AT 10:30 A.M. AT "GIRISH CHANDRA BARDALAI PATH, BAMUNIMAIDAN, GUWAHATI, ASSAM - 781021" TO CONSIDER AND TRANSACT THE BUSINESS MENTIONED BELOW:

### SPECIAL BUSINESS

**ITEM NO. - 1: Appointment of M/s G. K. Kedia & Co., Chartered Accountants, FRN : 013016N New Delhi, as Statutory Auditors of the Company to fill casual vacancy arising due to resignation by M/s Mohan & Mohan Chartered Accountants, New Delhi.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/s. G. K. Kedia & Co.**, Chartered Accountants, FRN : 013016N, New Delhi, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. MOHAN & MOHAN, Chartered Accountants, FRN No. 002612N, New Delhi.

**RESOLVED FURTHER THAT M/s. G. K. Kedia & Co.**, Chartered Accountants, FRN : 013016N, New Delhi be and are hereby appointed as Statutory Auditors of the Company from the date of their appointment by the Board of Directors & shall be approved by the Company in General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the date of appointment (09.11.2015) by the Board of Directors till the conclusion of the next Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2016 on such remuneration as may be fixed by the Board of Directors in consultation with them.

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

**Mohit Kumar** ACS-38142  
Company Secretary and Compliance Officer

Place: New Delhi

Dated: 09.11.2015

### NOTES:

- 1. A member entitled to attend and vote at the Extra-Ordinary General Meeting ('EOGM') 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 EOGM i.e. by 10:30 a.m. on 17th December, 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 EOGM.
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 14.12.2015 to 17.12.2015 (both days inclusive).
7. Queries proposed to be raised at the EOGM may be sent to the Company at its Corporate / Registered Office at least Seven days prior to the date of EOGM to enable the Management to compile the relevant information enabling to Reply the same.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

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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 Corporate / Registered Office of the Company on any working day between 11 A.M. and 5 P.M. up to the date of the EOGM.
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. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent or to the Company.
11. 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.
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 along with Pin Code Number, and e-mail ID, etc., to the Registrar and Share Transfer Agent or to Company.
13. Electronic copy of the Notice of the Extra-Ordinary 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 Extra-Ordinary 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 Extra-Ordinary General Meeting will be available on the Company's website - [www.ditco.in](http://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, 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](mailto:decorous1982@gmail.com).
14. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.**
15. 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.
16. 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 Extra-Ordinary General Meeting.
17. **Detailed procedure for "Remote E-voting" is annexed which forms part of this notice.**
  - i) **Voting Through Electronic means :**

In compliance with the provision of Section 108 of the Companies Act, 2013, Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Clause 35B of the Listing Agreement, the company is providing members facility to exercise their right to vote on resolution proposed to be passed in the Extra-Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through "Remote e-Voting" Services provided by NSDL:

    - a. The facility for voting through poll by ballot paper 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.
    - b. 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.
    - c. The Company has appointed M/s. B. Bhushan & Co., Practicing Company Secretaries, New Delhi to act as the Scrutinizer, to scrutinize the Remote e-voting and physical vote at the venue of EOGM in a fair and transparent manner. The Members desiring to vote through Remote e-voting are requested to refer to the detailed procedure given hereinafter.

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

- d. 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. 10<sup>th</sup> December, 2015.
- e. **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. 10<sup>th</sup> December, 2015 only shall be entitled to avail the facility of Remote e-voting / Poll by ballot paper.**
- f. **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.**
- g. 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](mailto:evoting@nsdl.co.in) or [RajivR@nsdl.co.in](mailto: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](mailto:decorous1982@gmail.com),
- h. The Remote E-voting period begins at 09:00 A.M. on Monday, 14th December, 2015 and ends at 5:00 P.M. on Wednesday, 16th December, 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, 10th December, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The instructions for e-voting are as under:
  - ii). **In case of Members who receive notice in Electronic mode:**
    - a. Open your e-mail and open PDF file viz. 'Decorous e-voting.pdf' with your Client ID No. or Folio No. as password. The said PDF file 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.
    - b. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on 'Shareholder – Login'.
    - c. Put User ID and password as initial password noted in step (a) 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](http://www.evoting.nsdl.com)
    - d. Password change menu appears. Change the password with a new password of your choice with minimum 8 digits / characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
    - e. Home page of e-voting opens. Click on 'e-voting: Active E-voting Cycles' and select the Electronic Voting Event Number (103577) of Decorous Investment & Trading Company Limited. Members can cast their vote online from 09:00 A.M. on Monday, 14<sup>th</sup> December, 2015 and ends at 5:00 P.M. on Wednesday, 16th December, 2015.
    - f. Now you are ready for e-voting as 'Cast Vote' page opens.
    - g. Cast your vote by selecting appropriate option and click on 'Submit'. Thereafter click on 'Confirm' when prompted.
    - h. Upon confirmation, the message 'Vote cast successfully' will be displayed. Thereafter you will not be allowed to modify your vote.
    - i. Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested, to the Scrutinizer through e-mail at [b.bhushanandcompany@gmail.com](mailto:b.bhushanandcompany@gmail.com) with a copy marked to NSDL's e-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .
  - iii). **In case of Members who receive notice by Post:**
    - a. User ID and initial password is provided for the purpose of remote e-voting for AGM.
    - b. Please follow the steps from Sl. Nos. (b) to (h) mentioned in (ii) above, to cast your vote.
  - iv). **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. (e) to (i) mentioned in (ii) above, to cast your vote.**
  - v). **General Information**
    - a. Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
    - b. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on 10th December, 2015.
    - c. Remote E-voting right cannot be exercised by a Proxy.
    - d. The Scrutinizer, after scrutinising the votes cast at the meeting through poll / show of hand and through remote e-voting, will, not later than three days of 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



## **DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

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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. [DSE, CSE and BSE]

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

Place: New Delhi  
Dated: 09.11.2015

**Mohit Kumar ACS-38142**  
Company Secretary and Compliance Officer

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### **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. – 1: APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY**

M/s MOHAN & MOHAN, Chartered Accountants, FRN No. 002612N, New Delhi, have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139 (8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors shall be approved by the Company in General Meeting. Board appointed **M/s. G. K. Kedia & Co.**, Chartered Accountants, FRN : 013016N, New Delhi, as the Statutory Auditors of the Company on 09.11.2015 to fill the casual vacancy caused by the resignation of M/s. MOHAN & MOHAN, Chartered Accountants, FRN No. 002612N, New Delhi.

**M/s. G. K. Kedia & Co.**, Chartered Accountants, New Delhi, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

#### **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.

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

Place: New Delhi  
Dated: 09.11.2015

**Mohit Kumar ACS-38142**  
Company Secretary and Compliance Officer

**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

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**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

Regd. Office: Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam – 781021

Corp. Office: R-489, GF-B, Ground Floor, New Rajinder Nagar, New Delhi – 110060

CIN: L67120AS1982PLC007076

**ATTENDANCE SLIP**

**EXTRA - ORDINARY GENERAL MEETING**

**Thursday, 17TH December, 2015, at 10:30 A.M.**

**at Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam - 781021**

**www.evoting.nsdl.com EVEN : 103577**

Members are requested to bring copy of Notice of EOGM. Please complete this Attendance Slip and hand-over at the Entrance. Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder :  
Ledger Folio No. :  
Address :  
No. of Shares held :  
Name of the Proxy :

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

Place :

Dated :

Member's / Proxy's Signature

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**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]

**DECOROUS INVESTMENT & TRADING COMPANY LIMITED**

Regd. Office: Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam – 781021

Corp. Office: R-489, GF-B, Ground Floor, New Rajinder Nagar, New Delhi – 110060

I/We.....

R/o.....

being a Member/ Members of **Decorous Investment & Trading Company Limited**, hereby appoint

Mr./ Mrs.....failing him/ her Mr./ Mrs.....

R/o.....

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the members of the Company, to be held on Thursday, 17th December, 2015, at 10:30 A.M. at Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam and at any adjournment thereof in respect of such Resolutions as attached / annexed.

Signed on this \_\_\_\_\_ Day of December, 2015

Signature

Address

Folio No.

No. of Equity Shares held

Affix Revenue Stamp of 1/- Rupee
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**Notes:**

1. Any Member entitled to attend and vote at the Meeting is entitled to attend and either vote in person or by Proxy and the proxy need not be a Member.
2. Proxy form duly signed across Revenue Stamp of Re. 1.00 should reach the Registered Office not less than 48 hours before the time for holding the aforesaid meeting. Proxy need not be a Member.

# DECOROUS INVESTMENT & TRADING COMPANY LIMITED

## DECOROUS INVESTMENT & TRADING COMPANY LIMITED

Regd. Office: Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam – 781021  
Corp. Office: R-489, GF-B, Ground Floor, New Rajinder Nagar, New Delhi – 110060  
CIN: L67120AS1982PLC007076

### EXTRA- ORDINARY GENERAL MEETING

THURSDAY, 17th December, 2015, at 10:30 A.M.  
at Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam - 781021

S. No.	RESOLUTION	OPTIONAL*	
		FOR	AGAINST
<b>.Special Business</b>			
1.	To Appoint M/s. G. K. Kedia & Co., Chartered Accountants, FRN : 013016N, New Delhi, as Statutory Auditors of the Company in place of M/s MOHAN & MOHAN, FRN: 002612N, who resigned as Statutory Auditors		

Signed this ..... day of December 2015

Signature of Shareholder .....

Name :

Address :

Folio No. :

No. of Equity Shares held :

Notes:

- This Proxy Form in order to be effective should be duly completed and deposited at Registered/Corporate Office, not less than 48 hours before the commencement of the meeting.**
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of EOGM.
- \*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.
- Please complete all details including details of member(s) in the above box before submission.