CORPORATE INFORMATION

BOARD OF DIRECTORS

Ms. Varsha Jain	DIN : 11704482	Additional Executive Director cum CFO appointed on 29.05.2026
Mr. Ashok Kumar	DIN : 11252233	Non - Executive Non – Independent Director appointed on 29.05.2026
Mr. Amit Gupta	DIN : 00074483	Non - Executive Non – Independent Director appointed on 29.01.2015
Mr. Rishav Gautam	DIN : 07566817	Non - Executive Independent Director appointed on 21.05.2024
Mr. Jitendra Kumar	DIN : 06614727	Non - Executive Independent Director appointed on 21.05.2024
Ms. Neha Sarpal	DIN : 07139305	Non - Executive Independent Director appointed on 09.11.2023
Mrs. Preetika Mishra	ACS : 32490	C S & Compliance Officer w.e.f. 07.02.2022

STATUTORY AUDITORS
M/s S M G A & Co.,
Chartered Accountants FRN - 014671C
CA Shubh Narayan Singh, Partner
Membership No.: 511932
Address: 1019, Naurang House,
21, K. G Marg, Connaught Place,
New Delhi-110001
Tel : 011-43067846, 9810096290
Email Id : smgaandco@gmail.com

CIN	L67120DL1982PLC289090
Date of incorporation	14730 dated 22.11.1982
Date of commencement	14730 dated 15.12.1982
PAN	AAACD0851F
TAN	DELD15977D
GST	07AAACD0851F2Z3
ISIN	INE183R01010

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,
Email Id : b.bhushanandcompany@gmail.com

INTERNAL AUDITORS

MITTAL JINDAL & ASSOCIATES
Chartered Accountants, FRN - 001467N
Mr. Satish Kumar Gupta, Proprietor
M. No. : 080984
Address: 7 / 18, Ansari Road, Darya Ganj,
New Delhi-110002
Tel : 011 - 23275297, 9312223014
Email Id: hmkd900@gmail.oom

BANKERS

1. Punjab National Bank,New Rajendra Nagar New Delhi-110060

REGISTRAR AND SHARE TRANSFER AGENT

Alankit Assignments Limited
R.O: 4E/2, Jhandewalan Extension,
New Delhi-110055 C.O: 205-208, Anarkali Complex,
Jhandewalan Extension, New Delhi-110055
Tel: 011-42541234, 23541234

LISTING:	
1. Bombay Stock Exchange	BSE
2. Calcutta Stock Exchange	CSE (Resolved & applied for Delisting)
3. Delhi Stock Exchange	DSE (DSE stands de-recognized)

CONTACTS DETAILS

Mob. : 9811108800

decorous1982@gmail.com
Website : www.ditco.in

Members are requested to kindly Update their Contact details, Address, PAN, Email,Mobile,etc., for your Company & Updates, Announcements, Results, Reports, Correspondence, etc.

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

DECOROUS INVESTMENT & TRADING CO. LIMITED
CIN : L671200L1982PLC289090
R-489, GF-B, New Rajinder Nagar, New Delhi-110060

Notice of 43rd Annual General Meeting

NOTICE is hereby given that 43rd annual general meeting of the members of the company will be held on Thursday, 20th August, 2026 at 11:00 am at the registered office of the company situated at R-489, GF-B, New Rajinder Nagar, NEW Delhl-110060,

to consider and transact the Agenda / Business(es) mentioned below: -

ORDINARY BUSINESS - ORDINARY RESOLUTION(S)

ITEM NO.-1:

To receive, consider and adopt the Audited Balance Sheet as at 31" March 2026 and the Statement of Profit and Loss & Cash Flow Statements, etc. for the year ended on that date alongwith the Reports of Auditors and Directors thereon.

ITEM NO.- 2:

To appoint a Director in place of Mr. Amit Gupta (DIN: 00074483) who retires by rotation and being eligible offers himself for re-appointment as a Director.

ITEM No.-3:

To appoint a Director in place of Mr. Ashok Kumar (DIN: 11252233) who retires by rotation and being eligible offers himself for re-appointment as a Director.

ITEM No.-4:

Appointment of M/s S M G A & CO., Chartered Accountants, FRN No. 014671C, as Statutory Auditors of the Company for a term of Five consecutive years.

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, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the Recommendation of the Audit Committee and the Board of Directors,

M/s S M G A & Co., Chartered Accountants, (Firm Registration No. 014671C), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors, be and are hereby appointed as the Statutory Auditors of the Company for a term of Five consecutive years.

RESOLVED FURTHER THAT M/s S M G A & Co., shall hold office for a term of five (5) consecutive years, commencing from the conclusion of this 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2031, at such remuneration plus applicable taxes and out-of-pocket expenses as may be mutually agreed upon between the Board of Directors and the Auditors.

RESOLVED FURTHER THAT any Director or the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

SPECIAL BUSINESS - SPECIAL RESOLUTION

ITEM No 5: APPOINTMENT OF MS. VARSHA JAIN AS AN ADDITIONAL EXECUTIVE DIRECTOR CUM CHIEF FINANCIAL OFFICER (WTD cum CFO) OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Sections 161(1), 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Rule 8 and 11 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Rule 3 and 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in terms of Regulations 17, 17A, 26(6), and 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), and subject to the Articles of Association of the Company and the approval of the Shareholders at the ensuing General Meeting / Annual General Meeting of the Company, and based on the recommendation of the Nomination and Remuneration Committee and Audit Committee of the Board, Ms. Varsha Jain (DIN: 11704482) who has given her consent to act as a Director and confirmed she is not Disqualified from being appointed as a director, be and is hereby appointed as an Additional Executive Director in whole time capacity and category of WTD (Whole Time Director) cum CFO (Chief Financial Officer) (Key Managerial Personnel) of the Company, with effect from 29.05.2026,for a period of 5(five) years, subject to approval of Members.

RESOLVED FURTHER THAT Ms. Varsha Jain shall be paid remuneration, perquisites, and allowances as detailed below, subject to the overall limits prescribed under Section 197 and Schedule V of the Companies Act, 2013:

Basic Salary: Rs. 25,000/- per month

Terms and conditions: detailed terms & conditions are mentioned in appointment letter

RESOLVED FURTHER THAT for the purpose of giving effect to this appointment, the Board takes note of the disclosure of interest in Form MBP-1 pursuant to Section 184(1), Consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and Declaration of non-disqualification in Form DIR-8 pursuant to Section 164(2) of the Companies Act, 2013, placed before this meeting.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorized to file necessary e-forms (including Form DIR-12 and Form MR-1, MGT-14) with the Registrar of Companies (RoC), Ministry of Corporate Affairs, and to make necessary entries in the statutory registers of the Company, and to submit required disclosures/ intimations to the Stock Exchanges where the shares of the Company are listed under Regulation 30 of SEBI LODR Regulations, and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."

By Order of Board of Directors
Decorous Investment & Trading Co. Ltd.

Amit Gupta
Director
DIN: 00074483
Add: R-489, New Rajinder Nagar,
New Delhi -110060

Varsha Jain
Additional WTD Cum CFO
DIN:11704482
Add: A-3/125, Second Floor, Sector 16,
Rohini, Delhi - 110089

Date - 20.07.2026
Place - New Delhi

IMPORTANT NOTES

IA]. General instructions for accessing and participating in the 43rd AGM Physical Meeting and voting through electronic means including remote e-Voting

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. **Proxies** in order to be effective must be deposited Regd. Office not less than 48 hours before time of meeting.
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution Authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the Venue of the General Meeting.
5. Appointment / Re-appointment of Directors: At the ensuing Annual General Meeting, Mr. Amit Gupta and Mr. Ashok Kumar retire by rotation and being eligible, offer themselves for re-appointment.
6. Details of Directors seeking Appointment / Reappointment at the 43rd Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (LODR) Regulations, 2015 are given as an Annexure to the Notice.
7. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the AGM, set out in the Notice, is Enclosed hereto and forms part of the Notice.
8. Notice of the AGM along with the Annual Report for financial year 2025-26 is being sent only through Electronic Mode to those Members whose E-mail addresses are registered with the Company/Depositories. Members may Note that the Notice and Annual Report for financial year 2025-26 will also be available on website of the Company i.e www.ditoo.in website of the Stock Exchange BSE Limited www.bseindia.com

   For any communication, the shareholders may also send requests to the designated email address of the Company i.e. decorous1982@gmail.com The Notice of AGM is also placed on the website of NSDL (agency for providing the Remote e- Voting facility and e-voting system during the AGM) i.e. www.evotingnsdl.com.

   ANNUAL REPORT/Hard Copies shall be sent to those members who shall request for the same, Free of Cost.

   Copies of the MoA and AoA and the Documents referred to in the Notice, shall be open for inspection at the Registered Office on any working day between 11A.M.to 5 P.M. upto the date of AGM.

9. ROUTE MAP is also enclosed.

10. Book Closure

The Company has announced **Book Closure from 14.08.2026 to 23.08.2026** (both days inclusive)

11. **E Voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of lndia ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect or the Business to be transacted at the AGM and facility for those Members participating in AGM to cast vote.

11.A. National Securities Depositories Limited ("NSDL") will be providing facility or e-voting through
EVEN 139670 from 9.00 a.m. 17.08.2026 TO 5.00 p.m. 19.08.2026.

11. B E - voting Procedure:

(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 10 (in case you are holding shares in demat mode) or Folio No.
2. (incase you are holding shares in physical mode) as password, which contains your "User ID" and 'Password fore-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.
3. Launch internet browser by typing the **URL https://www evoting,nsdl com/**

4. Click on “Shareholder-Login”.
5. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL fore-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
6. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof.
7. Homepage of remote ”e-Voting” opens. Click one-Voting:Active a-Voting Cycles.
8. Select the Electronic Voting Event Number **“EVEN” 139670** 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 **17.08.2026 (9:00am) till 19.08.2026 (5:00 pm).**

   Note: E-Voting shall not be allowed beyond said time.
9. Cast your vote by selecting appropriate options and click on “Submit” and also “Confirm”, when prompted.
10. Upon confirmation, the message ‘Vote cast successfully’ will be displayed.

    Thereafter you will not be allowed to modify your vote.
11. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDFIJPG 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 Scrutinizer through e-mail bbhushanandcompany@gmail.com with a copy marked to evoting@nsdl.com
12. 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 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.
13. Voting rights shall be reckoned on the paid-up value or shares registered in the name of the member /beneficial owner (in case or electronic shareholding) as on the **Cut-off date i.e. 27.07.2026**
14. 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, shall be entitled to avail facility of remote E-voting/Poll at AGM.
15. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently and/or Can not cast the vote again.
16. 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 a-voting website eyoting,nsdl.co.in or call on toll free no: 18001020990 or contact Assistant Manager NSDL at designated email id evoting@nsdl.co.in or at Telephone No.022-48867000 Members may also address their Queries relating to a-voting to company’s e-mail Id - decorous1982@gmall.com
17. Remote E-voting right cannot be exercised by proxy.
18. **Scrutinizer,** alter scrutinizing the votes cast at the meeting through voice/show or hand and through remote E- voting, shall within a period not exceeding (2) TWO days from the conclusion or 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 Company www.ditco.in and on website of NSDL www.eyotingnsdl.com

    Results shall simultaneously be communicated to the Stock Exchange(s), where Company’s shares are Listed.

12. **Transfer of Shares held in Physical Form :** In terms of Regulation 40(7) and 61(4) read with Schedule VII of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the transferor and the transferee(s) of the physical shares to furnish copy(ies) of their PAN card(s) for registration of transfer of shares. Transferor and the Transferee(s) are requested to furnish copies of their PAN card(s) along with Share Transfer Deed duly completed and physical share certificate(s). For securities market transactions and/or for off-market or private transactions involving transfer of shares, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the company / Registrar and Transfer Agents, as the case may be, for registration of such transfer of securities. In case where PAN card is not available, the identify proof shall be submitted for registration of such transfer of securities. SEBI vide Notification dated June 08, 2018 have conveyed amendment to Regulations 7 and 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which has come into force from December 05, 2018. Accordingly, effective December 5, 2018 except in cases of transmission or transposition, transfer of securities of the Company cannot be processed unless the securities are held in dematerialized from with a depository. The implication of this amendment is, post December 05, 2018 equity shares of the Company which are held in physical form by some share holders can be continued to be held by them in physical form, but cannot be further transferred by the Company or its R&T Agent except in case of transmission & transposition matter.

13. **Nomination :** Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members /Beneficial Owners are entitled to make nomination in respect of Shares held by them in Form No. SH-13. Holders of shares in single name and physical form are advised to make nomination in respect of their holding in the Company by submitting duly completed form No SH-13 with the Company and to their respective depository in case of shares held in electronic form. Joint Holders can also use nomination facility for shares held by them.

14. **Members' holding shares in Multiple Folios :** Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agents, M/s. Alankit Assignments Limited for consolidation into a single folio. Members holding shares in Dematerialized from are also requested to consolidate their shareholding.

15. **Non-Resident Members :** Non Resident Indian Members are requested to inform Registrar and Transfer Agents, immediately of: a. Change in their residential status on return to India for permanent settlement. b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable Corporation to remit dividend to the said Bank Account directly.

16. **Green Initiative:** In compliance of the provision of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Company has sent Annual Reports in Electronic Mode to the Members who have registered their E-mail IDs either with the Registrar and Transfer Agents or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to R & T Agents.

17. **ADMISSION SLIP & PROXY FORM : -**

Members / Proxies attending Meeting should bring them, duly filled, for handing over at Venue of Meeting.

By Order of Board of Directors
Decorous Investment & Trading Co. Ltd.

Amit Gupta
Director
DIN: 00074483
Add: R-489, New Rajinder Nagar,
New Delhi -110060

Varsha Jain
Additional WTD Cum CFO
DIN:11704482
Add: A-3/125, Second Floor, Sector 16,
Rohini, Delhi - 110089

Date - 20.07.2026
Place - New Delhi

Brief Profile of Director(s) seeking appointment/ re-appointment at 43rd AGM As per Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Section 102 of the Companies Act, 2013

DIN	00074483	11252233	11704482
Full Name	Mr. Amit Gupta	Mr. Ashok Kumar	Ms. Varsha Jain
Brief Profile	Mr. Amit Gupta is a seasoned professional with more than 20 years of experience across diverse sectors. He has a proven track record in the fields of Stock Market, Finance, Jewellery, and Real Estate, bringing a wealth of cross-functional knowledge to the Board.	Mr. Ashok Kumar is a graduate and over 40 years of experience in the filed of administration, marketing and Publications etc.	Ms. Varsha Jain is a qualified Company Secretary and an Associate Member of The Institute of Company Secretaries of India. Admitted to the Institute on May 5, 2021, she holds the professional designation of Associate Company Secretary (ACS) with the membership number ACS-63340.
Nature of Expertise	Core expertise in Financial Management, Stock Market operations, and strategic business development within the Jewellery and Real Estate industries.	Core expertise in business administration and marketing.	Company Law, Corporate Governance
Qualification	M.B.A. & M.COM	Graduate	Bachelor of Commerce from Delhi University, CS from ICSI
Experience	more than 20 years of experience in the fields of Stock Market, finance, Jewellry, Real estate, etc.	over 40 years of experience in the filed of administration, marketing and Publications etc.	Ms. Varsha Jain holds a and has over 5 years of experience in Corporate Laws. Ms. Varsha Jain is recognized for her commitment to upholding the professional standards and ethical principles of the Institute while serving the corporate sector.
Other Directorships	As per list below	NIL	NIL
Committee Memberships / Chairmanships	NIL	NIL	NIL
Shareholding	4.93%	NIL	NIL
Inter-se Relationship	NO	NO	NO

Terms of Appointment	As per appointment contract	As per appointment contract	As per appointment contract
Remuneration	NA	NA	25,000/- P.M
Nature of Appointment	Non-Executive		
Non Independent Director	Non-Executive		
Non Independent Director	Additional Executive Director WTD cum CFO		

At present, Mr. Amit Gupta holds the Directorship in the following Companies :--

S.No.	Name of the Company	Category of Directorship
1.	Dune Estates Private Limited	Director
2.	Empire Real con Private Limited	Director
3.	Shubh Estate Pvt Ltd.	Director
4.	Unique Credits Private limited	Director

EXPLANATORY STATEMENT
Pursuant to section 102 of the Companies Act, 2013 relating to Special Business to be transacted at Annual General Meeting (AGM)

in conformity with the provision of Section 102 of the companies Act, 2013, following Explanatory Statement(s) sets out all material facts relating to certain Business(es) mentioned in the accompanying Notice and should be taken as forming part of Notice.

ITEM NO -- 4

Appointment of M/s S M G A & CO., Chartered Accountants, FRN No. 014671C, as Statutory Auditors of the Company for a term of Five consecutive years.

The members are informed that M/s G. K. Kedia & Co., the previous Statutory Auditors, completed their term at the 43rd Annual General Meeting (AGM) held on 29.09.2025. Due to the mandatory rotation and the requirement for immediate statutory compliance for the Financial Year 2025-26, the Board of Directors, at the recommendation of the Audit Committee, appointed M/s S M G A & Co., Chartered Accountants (FRN: 014671C), in an interim capacity. This appointment was regularized by the Members at the Extra-ordinary General Meeting (EoGM) held on 12.11.2025, to hold office until conclusion of the 43rd AGM.

The Audit Committee has evaluated the performance, independence, and eligibility of M/s S M G A & Co. during their interim tenure. The Firm is a reputed Chartered Accountancy firm with extensive experience in the field of Audit, Taxation, and Corporate Finance. They hold a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI), which is a mandatory requirement for Auditors of listed entities under SEBI (LODR) Regulations.

Based on the recommendation of the Audit Committee, it is proposed to appoint M/s S M G A & Co. for a full term of five (5) consecutive years (from the conclusion of the 43rd AGM until the conclusion of the 48th AGM).

The Company has received a written consent and eligibility certificate from M/s S M G A & Co. confirming that they are not Disqualified under Section 141 of the Companies Act, 2013, and that their appointment, if made, would be within the limits prescribed under the Act, have recommended their appointment for a full five-year term.

The Board considers that the appointment of M/s S M G A & Co. would be in the best interest of the Company and its shareholders. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution for approval by the members.

ITEM NO -- 5

APPOINTMENT OF MS. VARSHA JAIN AS AN ADDITIONAL EXECUTIVE DIRECTOR CUM CHIEF FINANCIAL OFFICER (WTD cum CFO) OF THE COMPANY

Mr. Ashok Kumar, has been serving as a Whole - Time Director cum CFO. However, due to recent unforeseen challenges regarding his health, Mr. Ashok Kumar has expressed his inability to continue dedicated service in an executive capacity. The Board, after due consideration and with a heavy heart, has accepted his resignation to allow him to focus on his recovery.

To ensure continuity in leadership and the smooth execution of the Company's strategic operations, the Nomination and Remuneration Committee (NRC) has assessed the performance of Ms. Varsha

Jain and, based on her deep industry expertise, strategic leadership, and strong commitment, has recommended his appointment as the Whole Time Director Cum Chief Financial Officer (WTD cum CFO)for a term of five (5) years.

DETAILS OF PROPOSED APPOINTMENT AND REMUNERATION:

1. Proposed Term : Five (5) years, commencing from 29.05.2026
2. Remuneration: The remuneration structure shall comprise the following:
   - o Salary and Allowances : Ms. Varsha Jain appointed at monthly remuneration of Rs. 25,000/- p.m. only.
   - o Variable Pay/Commission : NA
   - o Minimum Remuneration : In the event of an absence or inadequacy of profits in any financial year during her tenure, She shall be paid the above-mentioned salary as minimum remuneration, subject to the ceilings prescribed under Section II of Part II of Schedule V to the Companies Act, 2013.
3. **Variation :** The terms and conditions of the appointment of Ms. Varsha Jain and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 OR any amendments made hereafter in this regard in such manner as may be agreed to between the Board and WTD Cum CFO, subject to such consents/approvals as may be required.
4. **Qualifications and Experience :** Ms. Varsha Jain is a Qualified Company Secretary and an Associate Member of The Institute of Company Secretaries of India. Admitted to the Institute on May 5, 2021, she holds the professional designation of Associate Company Secretary (ACS) with the membership number ACS-63340.

   Ms. Varsha Jain holds a Bachelor of Commerce from Delhi University and has over 5 years of experience in Corporate Laws. Ms. Varsha Jain is recognized for her commitment to upholding the professional standards and ethical principles of the Institute while serving the corporate sector.
5. **Duties & Powers :** Ms. Varsha Jain shall devote her time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and as separately communicated her. Subject to the supervision and control of the Board, she be entrusted with powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated concerns/companies and/or subsidiaries, including performing duties as assigned to by the Board from time to time by serving on the Boards of such associated companies and/or subsidiaries or any other executive body or any committee(s) and shall not exceed the powers so delegated by the Board.

   Ms. Varsha Jain undertakes to employ the best of her skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

   In terms of Section 2(19) and Section 203 of the Act, Mrs. Varsha Jain is designated as a whole-time Key Managerial Personnel (KMP). She will be responsible for the entire financial management, fiscal planning, all type/ kind of compliances including regulatory, statutory, stock exchange(s), IT, GST, etc., statutory audits, cash flows, and presentation of the true and fair financial position of the Company to the Board, Shareholders, and regulatory authorities.

6. **Compliance with Schedule V :** The Board confirms that the proposed re-appointment and remuneration comply with the conditions specified in Part I and Part II of Schedule V of the Companies Act, 2013, and that Ms. Varsha Jain is not disqualified from being appointed as a director.

7. **Interest :** Ms. Varsha Jain is interested in this resolution to the extent of her own re-appointment and remuneration. None of the other Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in this resolution.

8. **Non-Competition :** Ms. Varsha Jain covenants with the Company that she will not, without the prior consent of the Board, be in competition with the business of the Company.

9. **Code of Conduct of the Company :** The provisions of the Code of Conduct of the Company shall be deemed to have been incorporated into the Agreement by reference. Ms. Varsha Jain shall during her term, abide by the provisions of the Code of Conduct in spirit and in letter and commit to assure its implementation.

10. **Confidentiality :** Ms. Varsha Jain is aware that in the course of her employment she will have access to and be entrusted with information in respect of the business and finances of the Company including IP, processes and product specifications, etc. and relating to its dealings, transactions and affairs and likewise in relation to customers or clients all of which information is or may be of a confidential nature.

    She shall not except in the proper course of performance of his duties during or at any time after the period of his employment or as may be required by law divulge/disclose to any person whatever or otherwise make use of and shall use her best endeavors to prevent the publication or disclosure of any confidential information of the Company or any of its suppliers, agents, distributors or customers, etc.

    All notes, memoranda, documents and confidential information concerning the business of the Company or any of its suppliers, agents, distributors or customers which shall be acquired, received or made by her during the course of her employment shall be the property of the Company and shall be surrendered by him to the Company upon the termination of his employment or at the request of the Board at any time during the course of his employment.

11. **Termination of Employment :** Company shall be entitled to terminate Appointment without notice in Event of :-

    (a) Any negligence, misconduct, fraud, or breach of duty affecting the business or reputation of the Company;

    (b) Any material or repeated breach of the terms of appointment; or loss of confidence by the Board of Directors.

    (c) This contract may be terminated by either side by giving 2 months written notice in advance, or by the Company paying salary in lieu of such notice period.

    (d) Her Office shall immediately stand vacated if she attract any disqualifications outlined under Section 164 or Section 167 of the Companies Act, 2013.

    (e) Upon cessation or termination of employment for any reason whatsoever, She will immediately resign from the Office of Director and all other positions held in the Company without any claim for compensation.

    (f) In the event of failure to do so, the Company shall be authorized to take necessary actions on Ms. Varsha Jain for giving effect to such resignation.

12. **Resignation from Directorship :** Upon the termination by whatever means of her employment: Ms. Varsha Jain shall immediately tender her resignation from office as a Director of the Company without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his place and on his behalf to sign and deliver such resignation to the Company.She shall not, without the consent of the Company at any time thereafter, represent herself as connected with the Company or any of the subsidiaries and associated companies.

13. **Agreement co-terminus with Directorship :** If and when this Agreement expires or is terminated for any reason whatsoever Ms. Varsha Jain shall cease to be WTD Cum CFO. If at any lime, She ceases to be a Director of the Company for any reason whatsoever, she shall cease to be the WTD Cum CFO, authorised agent/ representative, KMP, authorised signatory, and this Agreement shall forthwith stand terminated.

14. **Notices :** Notices may be given by either Party by Letter addressed to the other Party at, in the case of the Company, at its registered office for the time being and in the case of the Managing Director, at his last known address and any notice given by letter shall be deemed to have been given at the time at which the letter would be delivered in the ordinary course of post or if delivered by hand upon delivery and in proving service by post it shall be sufficient to prove that the notice was properly addressed and posted.

15. **Disclosure of Interest of Board 'Members**

None of the Directors except Ms. Varsha Jain or her relative is interested in the proposed resolution, and shall be deemed to be interested in the resolution to the extent of his appointment as the WTD Cum CFO.

Information as required by Schedule V of Companies Act. 2013 is reproduced below :-

I	**GENERAL INFORMATION**	**PARTICULARS**
1.	Nature of Industry	Consultancy, Service providers, Gems and Jewelry, Real Estate, Commission, etc
2.	Date or expected date of commencement of production	Company has already into Operation
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Foreign investments or collaborations, if any	Not Applicable
II.	**INFORMATION ABOUT THE APPOINTEE**	
1.	Background Details.	Professional Designation : A C S Membership Number : ACS - 63340. Date of Admission : May 5, 2021. Issuing Authority : I C S I Compliance Framework : Governed by Code of Conduct and Regulations Enunciated in the Company Secretaries Act

2.	Past Remuneration	NIL
3.	Recognition or Awards	-
4.	Job Profile and his Suitability	Subject to the supervision and control of the Board, Ms. Varsha Jain be entrusted with powers of management which are in connection with and in the best interests of the business of the Company
5.	Remuneration proposed	Rs. 25,000/= p.m
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person {in case of expatriates the relevant details would be with respect to the country of his origin)	Commensurate with the size and the operations of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, etc., though he has been appointed/re-appointed on non-remuneration basis.
7.	Pecuniary relationship directly or Indirectly with the company, or relationship with the managerial personnel, if any.	NO Pecuniary relationship with the Company or with the managerial personnel.

The Special Resolution stated in the Item No. '5' is placed for kind consideration and approval of members of the Company and Board recommends the Appointment of Ms. Varsha Jain as WTD cum CFO of the Company.

1.	Reasons of loss or inadequate profits	Inadequacy of year-wise profits may be due to cut throat competition, economic slowdown, market –sentiments, increasing costs, high regulatory frameworks, higher inflation, loss(es) in trading of shares, bad debts. etc.
2.	Steps taken or proposed to be taken for improvement	The Company is trying to expand its operations. Further the company proposes to diversify into other business(es) for which it has Altered its Objects.
3.	Expected increase in productivity and profits in measurable terms	Board of Directors has taken effective steps for increasing the portability of the Company. There are signs of revival in economic activity which should lead to improvement prospects during the coming years.

By Order of Board of Directors
Decorous Investment & Trading Co. Ltd.

Amit Gupta
Director
DIN: 00074483
Add: R-489, New Rajinder Nagar,
New Delhi -110060

Varsha Jain
Additional WTD Cum CFO
DIN:11704482
Add: A-3/125, Second Floor, Sector 16,
Rohini, Delhi - 110089

Date - 20.07.2026
Place - New Delhi