



## NOTICE

NOTICE is hereby given that the 18<sup>th</sup> Annual General Meeting ('AGM') of the members of **YUG DECOR LIMITED** will be held on Friday, 10<sup>th</sup> September, 2021 at 12:00 Noon through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following business:

### ORDINARY BUSINESS:-

#### 1. **ADOPTION OF AUDITED FINANCIAL STATEMENTS:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2021 together with the Board's Report and Report of Auditors thereon.

#### 2. **APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:**

To appoint a director in place of Mr. Chandresh S. Saraswat (DIN: 01475370), Chairman & Managing Director of the Company, who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS:-

#### 3. **APPOINTMENT OF MR. RAJESH G. SHAH (DIN: 09254647) AS THE INDEPENDENT DIRECTOR OF THE COMPANY:**

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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and the Articles of Association of the Company and on the basis of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Rajesh G. Shah (DIN: 09254647), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of Companies Act, 2013, by the Board of Directors w.e.f. 6<sup>th</sup> August, 2021 up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a period of 5 (five) years with effect from 10<sup>th</sup> September, 2021 upto 9<sup>th</sup> September, 2026.

#### 4. **REAPPOINTMENT OF MR. CHANDRESH S. SARASWAT (DIN: 01475370), AS THE MANAGING DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for reappointment of Mr. Chandresh S. Saraswat (DIN: 01475370) as the Managing Director of the Company for a further period of 5 (five) years with effect from 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2027, on terms and conditions including remuneration for a period of 3 (three) years with effect from 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2025 as mentioned in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its power conferred by this Resolution) to alter and vary the terms and conditions of the said reappointment, and/ or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**"RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the period of 3 (three) years with effect from 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2025, the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Mr. Chandresh S. Saraswat as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part

II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).”

“**RESOLVED FURTHER THAT** the Board of Directors/ Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of board to give effect to the aforesaid resolution.”

**5. REAPPOINTMENT OF MS. ANKITA SARASWAT (DIN: 05342198), AS THE WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for reappointment of Ms. Ankita Saraswat (DIN: 05342198) as the Whole time Director of the Company for a further period of 5 (five) years with effect from 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2027, on terms and conditions including remuneration for a period of 3 (three) years with effect from 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2025 as mentioned in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its power conferred by this Resolution) to alter and vary the terms and conditions of the said reappointment, and/ or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

“**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the period of 3 (three) years with effect from 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2025, the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Ms. Ankita Saraswat as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).”

“**RESOLVED FURTHER THAT** the Board of Directors/ Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of board to give effect to the aforesaid resolution.”

**6. REAPPOINTMENT OF MR. ABHAY RAMESHCHANDRA SHRIVASTAVA (DIN: 07719944) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and in accordance with the recommendation of Nomination and Remuneration Committee and as approved by the Board of Directors, Mr. Abhay Rameshchandra Shrivastava (DIN: 07719944), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and also provided his consent as prescribed under the provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Abhay Rameshchandra Shrivastava’s candidature for the office of Director, who is eligible for reappointment, be and is hereby reappointed as an Non-Executive Independent Director of the Company to hold office for a second term of 5 (Five) years with effect from 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2027 and whose office shall not be liable to retire by rotation.”



**“RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Abhay Rameshchandra Shrivastava be paid such fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Date: 6<sup>th</sup> August, 2021**  
**Registered Office:**  
**709-714, Sakar- V, B/h Natraj Cinema,**  
**Ashram Road, Ahmedabad– 380 009,**  
**Gujarat, India.**

By Order of the Board of Directors  
**For, YUG DECOR LIMITED**

**Chandresh S. Saraswat**  
**Chairman & Managing Director**  
**DIN: 01475370**

## NOTES:

1. In view of the continuing COVID-19 global pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021 ("MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") has permitted the holding of the Annual General Meeting ("AGM") through Video Conference/ Other Audio Visual Means, without mandating the physical presence of the Members at a common venue. The deemed venue for the 18<sup>th</sup> AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members can attend the AGM through VC/ OAVM and cast their votes through e-voting. Hence Proxy Form and Attendance Slip are not annexed to this Notice.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board resolution/ authorization letter to the Company at [cs@yugdecor.com](mailto:cs@yugdecor.com) or to the scrutinizers of the Company at [mukeshpamnani23@gmail.com](mailto:mukeshpamnani23@gmail.com) or upload on the VC portal/ e-voting portal.
5. Participation of Members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ('the Act').
6. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice calling the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2020-21 will be available on the website of the Company at [www.yugdecor.com](http://www.yugdecor.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited (CDSL) i.e. [www.evotingindia.com](http://www.evotingindia.com) (the Authorised agency for providing remote e-voting facility and e-voting system during AGM.).
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses under Item No. 3, 4, 5 & 6 of the Notice and the relevant details of the Directors seeking appointment/ reappointment as set out under Item No. 3, 4, 5 & 6 as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Requirements, 2015 and under Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.
8. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Chandresh S. Saraswat (DIN: 01475370), Chairman & Managing Director of the Company retires by rotation at ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
9. The requirement to place the matter relating to the appointment of Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification no. GSR 432(E) dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed from the conclusion of the 16<sup>th</sup> Annual General Meeting, held on 20<sup>th</sup> September, 2019.



10. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, 4<sup>th</sup> September, 2021 to Friday, 10<sup>th</sup> September, 2021** (both days inclusive) for the purpose of 18<sup>th</sup> AGM.
11. The Company, for the first time, had declared Final Dividend of ₹ 1.40/- per equity share of ₹ 10/- each for the financial year ended 31<sup>st</sup> March, 2020, at the 17<sup>th</sup> AGM held on Friday, 11<sup>th</sup> September, 2020. The full dividend amount was paid to the shareholders whose name appeared in the records of National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as beneficial owners as on the record date. Hence, no amount remaining unclaimed/ unpaid was required to be transferred to the 'Unpaid Dividend' account/ Investor Education & Protection Fund (IEPF) established by the Government.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
13. Members holding shares in Demat form are requested to notify any changes in their Addresses with their Depository Participants.
14. To support the 'Green Initiative' Members who have not yet registered their mail addresses are requested to register the same with their Depository Participants.
15. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days during business hours prior to date of Annual General Meeting.
16. In case of 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.
17. Non-Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
  - i. Change in their residential status on return to India for permanent settlement.
  - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Since the AGM will be held through VC/ OAVM, the Route Map of the AGM venue is not annexed to this Notice.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:**

- (i) The voting period begins on **Tuesday, 7<sup>th</sup> September, 2021 at 9:00 A.M.** and ends on **Thursday, 9<sup>th</sup> September, 2021 at 5:00 P.M.** During this period shareholders of the Company, holding shares as on the cut-off date (record date) of **Friday, 3<sup>rd</sup> September, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Once the vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/ KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
<p><b>Individual Shareholders holding securities in Demat mode with CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.</p>
<p><b>Individual Shareholders holding securities in Demat mode with NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

**For Shareholders holding shares in Demat Form other than individual and Physical Form**

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Yug Decor Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.





- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address at **mukeshpamnani23@gmail.com** and to the Company at the email address viz. **cs@yugdecor.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the below instructions. The facility of participation at the AGM through VC/ OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/ OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at **cs@yugdecor.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at **cs@yugdecor.com**. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. In case the email ID is not registered/ updated, then Shareholders are requested to provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+CLID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Company at [cs@yugdecor.com](mailto:cs@yugdecor.com) or to the Registrar and Share Transfer Agent (RTA) -Satellite Corporate Services Private Limited at [service@satellitecorporate.com](mailto:service@satellitecorporate.com), for the limited purpose of receiving the 18<sup>th</sup> AGM Notice and Annual Report 2020-21.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
  - If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or contact at 022-23058738 and 022-23058542/43.
  - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call on 022-23058542/ 43.
  - The Company has appointed Mr. Mukesh Pamnani, Proprietor of M/s Mukesh Pamnani & Associates, Practising Company Secretaries, Ahmedabad (Membership No. FCS: 10166; CP No: 12925), to act as the Scrutinizer for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.
  - The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
  - The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.yugdecor.com](http://www.yugdecor.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchange where the shares of the Company are listed.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3:

The Board appointed Mr. Rajesh G. Shah as an Additional Director of the Company at its meeting held on 6<sup>th</sup> August, 2021 in compliance with the requirements of Section 161(1) of the Companies Act, 2013.

As per section 160 of the Companies Act, 2013, a notice has been received from one of the members of the Company proposing name of Mr. Rajesh G. Shah (DIN: 09254647) as an Independent Director of the Company and who shall not be liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Rajesh G. Shah (DIN: 09254647) as an Independent Director of the Company and has given (a) consent in writing to act as director in Form DIR-2 pursuant to rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 and (c) declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

In the opinion of the Board, Mr. Rajesh G. Shah (DIN: 09254647) fulfill the conditions as specified in the Act and the Rules framed thereunder for appointment of an Independent Director and he is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the business of appointment of Mr. Rajesh G. Shah (DIN: 09254647) as an Independent Director to hold office for a period of 5 (five) years with effect from 10<sup>th</sup> September, 2021 upto 9<sup>th</sup> September, 2026 is being placed before the Members for their approval.

The terms and conditions of appointment of Mr. Rajesh G. Shah (DIN: 09254647) shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Rajesh G. Shah (DIN: 09254647) is interested in this resolution since it relates to his appointment as an Independent Director of the Company.

Except this, no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution, financially or otherwise.

The details of Rajesh G. Shah as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in **Annexure** to this Notice.

The Directors recommend this resolution to be passed as Ordinary Resolution.

### Item No. 4:

The members of the Company had approved, vide their resolution passed at the Extra Ordinary General Meeting of the Company held on 7<sup>th</sup> February, 2017, reappointment of Mr. Chandresh S. Saraswat, as the Managing Director of the Company for a period of 5 years with effect from 7<sup>th</sup> February, 2017 to 6<sup>th</sup> February, 2022 and payment of remuneration by way of salary, perquisites and allowances to him for a period of 3 years with effect from 7<sup>th</sup> February, 2017 upto 6<sup>th</sup> February, 2020, in accordance with Section 197 read with Schedule V of the Companies Act, 2013. Thereafter the board of directors at their meeting held on 10<sup>th</sup> August, 2019 approved payment of remuneration to Mr. Chandresh S. Saraswat on same terms and conditions of remuneration, for the remaining period of 2 (two) years of his then existing term as Managing Director of the Company, with effect from 7<sup>th</sup> February, 2020 upto 6<sup>th</sup> February, 2022. The matter of payment of remuneration for the remaining period of 2 (two) years was approved by the members at the 16<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September, 2019.

So, the term of office of Mr. Chandresh S. Saraswat as Managing Director is upto 6<sup>th</sup> February, 2022. Accordingly, the Board of Directors at its meeting held on Friday, 6<sup>th</sup> August, 2021 has approved the reappointment of Mr. Chandresh S. Saraswat as the Managing Director of the Company for a further period of 5 (five) years with effect from 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2027, subject to the approval of the members in the General Meeting and approval of Central Government, if applicable, on the terms and conditions as to the reappointment and payment of remuneration by way of salary, perquisites and allowances for the period of 3 (three) years with effect from 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2025 as mentioned below and more particularly described in the draft agreement to be entered into between the Company and Mr. Chandresh S. Saraswat.

The terms of reappointment and payment of remuneration have been recommended/ approved by the Nomination and Remuneration Committee in its meeting held on 6<sup>th</sup> August, 2021.

Mr. Chandresh S. Saraswat is a promoter director and has been associated with the Company since year 2007 and he is looking after day to day affairs of the Company. He has vast experience in the field of marketing and overall management of procurement of raw material, production and sales of the products of the Company. Considering the above and on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors are of the opinion that it is in the interest of the Company to reappoint him as a Managing Director of the Company and payment of remuneration.

The terms and conditions of his reappointment and remuneration as the Managing Director are set out in the draft agreement to be entered between the Company and Mr. Chandresh S. Saraswat, a copy whereof duly initialed by the Chairman is placed at the meeting for the purpose of identification and is subject to the approval of Members of the Company.

The main terms and conditions of reappointment including remuneration of Mr. Chandresh S. Saraswat as the Managing Director as set out in the draft agreement, subject to the limits prescribed in Part II of Schedule V of the Companies Act, 2013, placed before the Meeting are as follows:

Broad particulars of the terms of reappointment of and remuneration payable to Mr. Chandresh S. Saraswat are as under:

**(a) Term/ period of Reappointment:**

Mr. Chandresh S. Saraswat is reappointed as the Managing Director of the Company for a period of 5 (five) years w.e.f. 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2027.

**(b) Salary, Perquisites and Allowances:**

Period of Remuneration: 3 (three) years-7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2025.

Remuneration: Not exceeding ₹ 2,00,000/- (Rupees Two Lakh only) per month.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the continuance of the tenure of Mr. Chandresh S. Saraswat as a Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and other allowances as specified above as minimum remuneration subject to the limits set out in Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force.

**(c) Reimbursement of expenses:**

He shall be entitled to be reimbursed out of pocket expenses, all costs, charges and expenses, disbursed or incurred by him for and on behalf of and on account of the Company, in the discharge and execution of his duties as Managing Director of the Company or otherwise, in connection with the business and affairs of the Company.

**(d) General:**

- i. The office of Managing Director may be terminated by the Company or the Managing Director by giving the other 3 (three) months' prior notice in writing.
- ii. The Managing Director shall, subject to the supervision, direction and control of the Board of Directors of the Company, manage the business and affairs of the Company.
- iii. The terms and conditions of reappointment and payment of salary, perquisites & allowances specified herein above may be enhanced, enlarged, widened, altered or varied from time to time by Nomination and Remuneration Committee and the Board of Directors as they may in their discretion, deem fit, within the maximum amount payable to the Managing Director in accordance with Schedule V to the Companies Act, 2013 and in conformity with any amendments to the relevant provisions of the Companies Act and/ or the rules and regulations made thereunder from time to time in future and / or such guidelines as may be announced by the Central Government from time to time.
- iv. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Section 166 of the Companies Act, 2013 with regard to duties of Director.



- v. The Managing Director shall be liable to retire by rotation.
- vi. Such other terms and conditions detailed in the draft agreement to be entered between the Company and Mr. Chandresh S. Saraswat.

**A Statement as per requirement of Schedule V of the Companies Act, 2013 is given hereunder containing following information of the Company and Mr. Chandresh S. Saraswat:**

Sr. No.	Particulars	Information		
<b>I. GENERAL INFORMATION</b>				
1.	Nature of Industry	Manufacturing of different kinds of Adhesives like synthetic binders, synthetic rubber adhesives, synthetic resin adhesives, natural rubber adhesives, footwear adhesives under the brand name 'Yug Col'		
2.	Date of commencement of commercial production	4 <sup>th</sup> November, 2006		
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	N.A.		
4.	Financial Performance based on given indicators	<b>Indicators</b>	<b>2020-21</b>	<b>2019-20</b>
			<b>(in ₹)</b>	<b>(in ₹)</b>
		Total Revenue	15,95,91,555	17,42,20,371
		Total Expenses	15,80,60,810	16,61,55,889
	Profit/ (Loss) after Tax	11,91,280	59,49,888	
5.	Foreign investments or collaborations, if any	N.A.		
<b>II. INFORMATION ABOUT THE APPOINTEE</b>				
1.	Background details	Mr. Chandresh S. Saraswat, aged 55 years, is the Managing Director of the Company. He has completed his Bachelor of Arts from Rajasthan University. He has more than 35 years of experience in the field of marketing with the different Companies engaged in the business of timber, ply-boards and FMCG.		
2.	Past remuneration	₹ 5,95,820/- p.a.		
3.	Recognition or awards	-		
4.	Job profile and his suitability	Mr. Chandresh S. Saraswat is associated with the Company since 14 years. He looks after the overall management, procurement of raw material, marketing, production and sales of products of the Company, which proves him to be the driving force for the uninterrupted growth and reputation of the organization.		
5.	Remuneration proposed	Not exceeding ₹ 2,00,000/- 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 w.r.t. the country of his origin)	The proposed remuneration to be paid to Mr. Chandresh S. Saraswat is adequate and at par with the industry scale and size of the Company and experience of the appointee.		

7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Apart from being a Chairman & Managing Director of the Company and receiving managerial Remuneration, he is a promoter holding 916051 Equity Shares representing 21.97% of the paid up share capital of the Company in his individual capacity. Apart from this, his daughter Ms. Ankita Saraswat, Whole time director of the Company holds 81000 (1.94%) Equity Shares of the Company and his father Mr. Santoshkumar Saraswat, Director holds 535735 (12.85%) Equity Shares of the Company. (Shareholding as on 31 <sup>st</sup> March, 2021).
<b>III. OTHER INFORMATION</b>		
1.	Reasons of loss or inadequate profits	Subdued revenue generation due to COVID-19 pandemic situation and increase in raw material prices.
2.	Steps taken or proposed to be taken for improvement	The Company is taking sincere efforts to increase the sales by adopting different marketing strategies which will in a way increase its revenue.
3.	Expected increase in productivity and profits in measurable terms	Due to aforesaid steps, the Company expects increase in productivity and profits of the Company in years to come, however much will depend on how the nation address the pandemic situation and the market's response to it.

None of the Directors or KMP or their relatives, except Ms. Ankita Saraswat, Whole time Director and Mr. Santoshkumar Saraswat, Director of the Company are in any way concerned or interested in this resolution, financially or otherwise.

The details of Mr. Chandresh S. Saraswat as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in **Annexure** to this Notice.

The Directors recommend this resolution to be passed as Special Resolution.

**Item No. 5:**

The members of the Company had approved, vide their resolution passed at the Extra Ordinary General Meeting of the Company held on 7<sup>th</sup> February, 2017, appointment of Ms. Ankita Saraswat, as the Whole time Director of the Company for a period of 5 years with effect from 7<sup>th</sup> February, 2017 to 6<sup>th</sup> February, 2022 and payment of remuneration by way of salary, perquisites and allowances to her for a period of 3 years with effect from 7<sup>th</sup> February, 2017 upto 6<sup>th</sup> February, 2020, in accordance with Section 197 read with Schedule V of the Companies Act, 2013. Thereafter the board of directors at their meeting held on 10<sup>th</sup> August, 2019 approved payment of remuneration to Ms. Ankita Saraswat on same terms and conditions of remuneration, for the remaining period of 2 (two) years of her then existing term as Whole time Director of the Company, with effect from 7<sup>th</sup> February, 2020 upto 6<sup>th</sup> February, 2022. The matter of payment of remuneration for the remaining period of 2 (two) years was approved by the members at the 16<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September, 2019.

So, the term of office of Ms. Ankita Saraswat as Whole time Director is upto 6<sup>th</sup> February, 2022. Accordingly, the Board of Directors at its meeting held on Friday, 6<sup>th</sup> August, 2021 has approved the reappointment of Ms. Ankita Saraswat as the Whole time Director of the Company for a further period of 5 (five) years with effect from 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2027, subject to the approval of the members in the General Meeting and approval of Central Government, if applicable, on the terms and conditions as to the reappointment and payment of remuneration by way of salary, perquisites and allowances for the period of 3 (three) years with effect from 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2025 as mentioned below and more particularly described in the draft agreement to be entered into between the Company and Ms. Ankita Saraswat.

The terms of reappointment and payment of remuneration have been recommended/ approved by the Nomination and Remuneration Committee in its meeting held on 6<sup>th</sup> August, 2021.

Ms. Ankita Saraswat has been associated with the Company since year 2012 and she is looking after day to day affairs of the Company. She has vast experience in the field of marketing, human resource management



and brand management. Considering the above and on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors are of the opinion that it is in the interest of the Company to reappoint her as a Whole time Director of the Company and payment of remuneration.

The terms and conditions of her reappointment and remuneration as the Whole time Director as set out in the draft agreement to be entered between the Company and Ms. Ankita Saraswat, a copy whereof duly initialed by the Chairman is placed at the meeting for the purpose of identification and is subject to the approval of Members of the Company.

The main terms and conditions of reappointment including remuneration of Ms. Ankita Saraswat as the Whole time Director as set out in the draft agreement, subject to the limits prescribed in Part II of Schedule V of the Companies Act, 2013, placed before the Meeting are as follows:

Broad particulars of the terms of reappointment of and remuneration payable to Ms. Ankita Saraswat are as under:

**(a) Term/period of Reappointment:**

Ms. Ankita Saraswat is reappointed as the Whole time Director of the Company for a period of 5 (five) years w.e.f. 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2027.

**(b) Salary, Perquisites and Allowances:**

Period of Remuneration: 3 (three) years-7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2025.

Remuneration: Not exceeding ₹ 1,00,000/- (Rupees One Lakh only) per month.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the continuance of the tenure of Ms. Ankita Saraswat as a Whole time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and other allowances as specified above as minimum remuneration subject to the limits set out in Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force.

**(c) Reimbursement of expenses:**

She shall be entitled to be reimbursed out of pocket expenses, all costs, charges and expenses, disbursed or incurred by her for and on behalf of and on account of the Company, in the discharge and execution of her duties as Whole time Director of the Company or otherwise, in connection with the business and affairs of the Company.

**(d) General:**

- i. The office of Whole time Director may be terminated by the Company or the Whole time Director by giving the other 3 (three) months' prior notice in writing.
- ii. The Whole time Director shall, subject to the supervision, direction and control of the Board of Directors of the Company, manage the business and affairs of the Company.
- iii. The terms and conditions of re-appointment and payment of salary, perquisites & allowances specified herein above may be enhanced, enlarged, widened, altered or varied from time to time by Nomination and Remuneration Committee and the Board of Directors as they may in their discretion, deem fit, within the maximum amount payable to the Whole time Director in accordance with Schedule V to the Companies Act, 2013 and in conformity with any amendments to the relevant provisions of the Companies Act and/ or the rules and regulations made thereunder from time to time in future and / or such guidelines as may be announced by the Central Government from time to time.
- iv. The Whole time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Section 166 of the Companies Act, 2013 with regard to duties of Director.
- v. The Whole time Director shall be liable to retire by rotation.
- vii. Such other terms and conditions detailed in the draft agreement to be entered between the Company and Ms. Ankita Saraswat.

A Statement as per requirement of Schedule V of the Companies Act, 2013 is given hereunder containing following information of the Company and Ms. Ankita Saraswat:

Sr. No.	Particulars	Information		
<b>I. GENERAL INFORMATION</b>				
1.	Nature of Industry	Manufacturing of different kinds of Adhesives like synthetic binders, synthetic rubber adhesives, synthetic resin adhesives, natural rubber adhesives, footwear adhesives under the brand name 'Yug Col'		
2.	Date of commencement of commercial production	4th November, 2006		
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	N.A.		
4.	Financial Performance based on given indicators	<b>Indicators</b>	<b>2020-21</b> (in ₹)	<b>2019-20</b> (in ₹)
		Total Revenue	15,95,91,555	17,42,20,371
		Total Expenses	15,80,60,810	16,61,55,889
		Profit/ (Loss) after Tax	11,91,280	59,49,888
5.	Foreign investments or collaborations, if any	N.A.		
<b>II. INFORMATION ABOUT THE APPOINTEE</b>				
1.	Background details	Ms. Ankita Saraswat, aged 30 years, is the Whole time Director of the Company. She has completed her M.B.A. from Amity University. She looks after Marketing & Human Resource activities of the organization since year 2012. With her Management skills, she manages the brand of the Company as well as generates new customers and maintains relations with old customers of the Company.		
2.	Past remuneration	₹ 6,19,650/- p.a.		
3.	Recognition or awards	-		
4.	Job profile and his suitability	Ms. Ankita Saraswat is associated with the Company since almost 10 years. She looks after the Marketing and Human Resource Management. She also takes care of the Brand related activities of the Company. With her Management Skills, she has carved an eminent position in the organization for herself.		
5.	Remuneration proposed	Not exceeding ₹ 1,00,000/- 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 w.r.t. the country of his origin)	The proposed remuneration to be paid to Ms. Ankita Saraswat is adequate and at par with the industry scale and size of the Company and experience of the appointee.		
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Apart from being a Whole time Director of the Company and receiving managerial remuneration, she belongs to the promoter group holding 81000 Equity Shares representing 1.94% of the paid up share capital of the Company in her individual capacity. Apart from this, her father Mr. Chandresh		





		S. Saraswat, Chairman & Managing director of the Company holds 916051 (21.97%) Equity Shares of the Company and her Grandfather Mr. Santoshkumar Saraswat, Director of the Company holds 535735 (12.85%) Equity Shares of the Company.  (Shareholding as on 31 <sup>st</sup> March, 2021).
<b>III. OTHER INFORMATION</b>		
1.	Reasons of loss or inadequate profits	Subdued revenue generation due to COVID-19 pandemic situation and increase in raw material prices.
2.	Steps taken or proposed to be taken for improvement	The Company is taking sincere efforts to increase the sales by adopting different marketing strategies which will in a way increase its revenue.
3.	Expected increase in productivity and profits in measurable terms	Due to aforesaid steps, the Company expects increase in productivity and profits of the Company in years to come, however much will depend on how the nation address the pandemic situation and the market's response to it.

None of the Directors or KMP or their relatives, except Mr. Chandresh S. Saraswat, Chairman & Managing Director are in any way concerned or interested in this Resolution, financially or otherwise.

The details of Ms. Ankita Saraswat as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in **Annexure** to this Notice.

The Directors recommend this resolution to be passed as Special Resolution.

**Item No. 6:**

Mr. Abhay Rameshchandra Shrivastava (DIN: 07719944) was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, by the members at the Extra Ordinary General Meeting held on Tuesday, 7<sup>th</sup> February, 2017 for a period of 5 consecutive years w.e.f. 7<sup>th</sup> February, 2017 to 6<sup>th</sup> February, 2022.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and on the basis of the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. Abhay Shrivastava would be beneficial to the Company and it is desirable to reappoint Mr. Abhay Shrivastava as an Independent Director.

Resolution for reappointment of Mr. Abhay Shrivastava as the Independent Director of the Company for another term of Five (5) years i.e. with effect from 7<sup>th</sup> February, 2022 upto 6<sup>th</sup> February, 2027, not liable to retire by rotation is placed before the members for their approval.

Mr. Abhay Shrivastava does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board of Directors of the Company, Mr. Abhay Shrivastava fulfils the conditions specified in the Companies Act, 2013 & Rules made there under and he is independent of Management.

None of the Directors or KMP or their relatives are in any way concerned or interested in this resolution, financially or otherwise.

The details of Mr. Abhay Shrivastava as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in **Annexure** to this Notice.

The Directors recommend this resolution to be passed as Special Resolution.

**Date: 6<sup>th</sup> August, 2021**  
**Registered Office:**  
**709-714, Sakar- V, B/h Natraj Cinema,**  
**Ashram Road, Ahmedabad- 380 009,**  
**Gujarat, India.**

By Order of the Board of Directors  
**For, YUG DECOR LIMITED**

**Chandresh S. Saraswat**  
**Chairman & Managing Director**  
**DIN: 01475370**

## ANNEXURE OF THE NOTICE

- (i) As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), details including the profile of Directors seeking reappointment due to retirement by rotation, reappointment on completion of tenure of Managing Director and Whole time Director, reappointment of Independent Director and appointment of Independent Director, is given below:

Name of Director	Chandresh S. Saraswat, Chairman & Managing Director (DIN: 01475370)	Ankita Saraswat, Whole time Director (DIN: 05342198)	Abhay Srivastava, Independent Director (DIN: 07719944)	Rajesh G. Shah, Additional Director (Independent Director Category) (DIN: 09254647)
Date of Birth/Age	03/04/1966 (55 years)	28/07/1991 (30 years)	18/10/1962 (58 years)	12/08/1963 (57 years)
Date of First Appointment	19/06/2007	28/07/2012	07/02/2017	06/08/2021
Qualification	B.A., P.G.D.M.	M.B.A	B. Sc., Master in Marketing Management	B.COM, LL.B.
Terms and Conditions of appointment or re-appointment	As per the draft agreement to be executed by the Company with him	As per the draft agreement executed to be by the Company with her	Letter of Appointment	Letter of Appointment
Expertise in Specific functional areas	Expertise in the field of Marketing, HR Management, Supply Chain Management	Expertise in the field of Marketing, Human Resources Management and Brand Management	Expertise in the field of Marketing and Brand Management	Expertise in the field of Accounting and Taxation
Number of shares held in the Company (As on 31-03-2021)	916051 Equity Shares	81000 Equity Shares	NIL	NIL
Past Remuneration	₹ 5,95,820/- p.a.	₹ 6,19,650/- p.a.	Sitting Fees only	Sitting Fees only
Remuneration Proposed	Not exceeding ₹ 2,00,000/- p.m.	Not exceeding ₹ 1,00,000/- p.m.	Sitting Fees only	Sitting Fees only
List of other Companies in which Directorships are held	NIL	NIL	NIL	NIL
Memberships/ Chairpersonships of committees of other Board	NIL	NIL	NIL	NIL
No. of Board Meetings attended during the year 2020-21	4/4	4/4	4/4	NA
Relationship with other Directors/ Manager and other Key Managerial Personnel	Immediate Relative of Ms. Ankita Saraswat, Whole time Director of the Company & Mr. Santoshkumar Saraswat, Director of the Company.	Immediate Relative of Mr. Chandresh S. Saraswat, Chairman & Managing Director of the Company.	NIL	NIL