



## **NOTICE**

NOTICE is hereby given that the 17<sup>th</sup> Annual General Meeting ('AGM') of the members of **YUG DECOR LIMITED** will be held on Friday, 11<sup>th</sup> September, 2020 at 12:00 Noon through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

### **ORDINARY BUSINESS:-**

#### **1. ADOPTION OF 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, 2020 together with the Board's Report and Report of Auditors thereon.

#### **2. DECLARATION OF FINAL DIVIDEND:**

To declare a Final Dividend of ₹ 1.40/- per equity share of ₹ 10/- each for the financial year ended 31<sup>st</sup> March, 2020.

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

To appoint a director in place of Mr. Santosh Kumar Saraswat (DIN: 00236008), Non-Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:-**

#### **4. APPOINTMENT OF MS. ZARNA SHAH (DIN:08805309) 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 of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Zarna Shah (DIN: 08805309), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 8<sup>th</sup> August, 2020 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, who shall not be liable to retire by rotation, to hold office for a period of 1 (one) year with effect from 11<sup>th</sup> September, 2020 to 11<sup>th</sup> September, 2021.”

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

**Date: 8<sup>th</sup> August, 2020**

**Registered Office:**

709-714, Sakar- V, B/h Natraj Cinema,  
Ashram Road, Ahmedabad- 380 009,  
Gujarat, India

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

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic and to adhere to the social distancing norms also, continuing to follow the restrictions on movement /gathering of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup>April 2020, 13<sup>th</sup>April 2020 and 5<sup>th</sup> May 2020, respectively, issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated 12<sup>th</sup>May 2020 issued by the Securities and Exchange Board of India ('SEBI Circular') and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 17<sup>th</sup>AGM of the Company will be conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 17<sup>th</sup>AGM shall be the Registered Office of the Company.
2. As per the instructions provided by the Ministry on holding the meetings through VC or OAVM vide circular no. 14/2020 and 20/2020 dated 8<sup>th</sup>April, 2020 and 5<sup>th</sup> May, 2020 respectively, the facility for appointment of proxies by the members under Section 105 is not available for the 17<sup>th</sup> AGM and hence the proxy form and attendance slip is not annexed to the Notice.
3. 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.
4. 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').
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup>May, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 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 voting through electronic means and AGM through VC/OAVM).
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under Item no 4 of the Notice and the relevant details of the Directors seeking appointment/ re-appointment as set out under Item No. 3 & 4 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.
7. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Santosh Kumar Saraswat (DIN:00236008), Non-Executive Director of the Company retires by rotation at forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.
8. 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.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, 5<sup>th</sup> September, 2020 to Friday, 11<sup>th</sup> September, 2020** (Both days inclusive).
10. The shareholders whose name appear in the records of National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as beneficial owners at the close of **Friday, 4<sup>th</sup> September, 2020** shall be entitled to the payment of Dividend, if declared at the 17<sup>th</sup> AGM. The Dividend shall be paid on or after 14<sup>th</sup> September, 2020 but within the statutory time limit of 30 days from the date of declaration as provided under the Companies Act, 2013 read with rules framed there under.
11. The dividend if declared will be paid electronically through various online transfer modes to those members who have updated their bank accounts details. For members who have not updated their bank details, dividend warrants / cheques will be sent to their registered addresses once the postal facility normalizes. To avoid

delay in receiving the dividend, members are requested to update their bank details with their depository Participants to receive the dividend directly into their bank account on the payout date.

12. Pursuant to provisions of the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Shareholders, at the rates prescribed.

A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [account@yugdecor.com](mailto:account@yugdecor.com) by 11:59 p.m. IST on Friday, 4<sup>th</sup> September, 2020 Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [account@yugdecor.com](mailto:account@yugdecor.com). The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on Friday, 4<sup>th</sup> September, 2020.

13. The Company shall arrange to email soft copy of the TDS Certificate at the registered email address of the members, post payment of the dividend. The members may also view the credit of TDS/ withholding tax in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometaxindiaefiling.gov.in/>
14. The Company is proposing to declare Dividend for the first time, hence currently there is no unclaimed/ unpaid dividend lying in the 'Unpaid Dividend' account. Above proposed dividend, if declared, the Company is required to transfer dividends which remain unclaimed/ unpaid, if any, for a period of seven years in the 'Unpaid Dividend' account to the Investor Education & Protection Fund (IEPF) established by the Government.
15. 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.
16. Members holding shares in Demat form are requested to notify any changes in their Addresses with their Depository Participants.
17. To support the 'Green Initiative' Members who have not yet registered their mail addresses are requested to register the same with their Depository Participants.
18. 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.
19. 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.
20. 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.
21. Since the AGM will be held through VC / OAVM, the Route Map of the AGM venue is not annexed to this Notice.
22. **Process and manner for members opting for voting through Electronic means:**
  - i. 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), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business 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.

- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services (India) Limited (CDSL) from a place other than the venue of the Meeting.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- iv. 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.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Tuesday, 8<sup>th</sup> September, 2020 at 9.00 A.M. and ends on Thursday, 10<sup>th</sup> September, 2020 at 5.00 P.M. During this period shareholders of the Company, holding shares as on the cut-off date (record date) of Friday, 4<sup>th</sup> September, 2020 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.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on “Shareholders” module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form 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)  - 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.
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. · 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).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Yug Decor Limited> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

Shareholders who have not registered their email ids are requested to get it registered with their respective Depository Participants (DP). Or kindly 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 M/s Satellite Corporate Services Private Limited, Registrar and Share Transfer Agent at [service@satellitecorporate.com](mailto:service@satellitecorporate.com) / Company at [cs@yugdecor.com](http://cs@yugdecor.com)

### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM 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. The Members will be able to view the proceedings by logging into the Central Depository Services (India) Limited's ('CDSL') e-Voting website at [www.evotingindia.com](http://www.evotingindia.com)

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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](mailto: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](mailto:cs@yugdecor.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

### INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. 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.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### (xx) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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 and to the Company at the email address viz; [mukeshpamnani23@gmail.com](mailto:mukeshpamnani23@gmail.com) and [cs@yugdecor.com](mailto: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.
- v. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- vi. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> 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.
- vii. 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.
- viii. 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 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.
- ix. 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. 4:**

The Board of Directors appointed Ms. Zarna Shah (DIN: 08805309) as an Additional Director of the Company at its meeting held on 8<sup>th</sup> August, 2020 in compliance with the requirements of Section 161(1) of the Companies Act, 2013.

As per section 160 of the Companies Act, 2013, a special notice has been received from one of the shareholders of the Company proposing name of Ms. Zarna Shah (DIN: 08805309) as an Independent Director of the Company and who shall not be liable to retire by rotation.

The Nominations & Remuneration Committee has recommended the appointment of Ms. Zarna Shah (DIN: 08805309) 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 she meets the criteria of independence as provided under section 149(6) of the Act.

In the opinion of the Board, Ms. Zarna Shah (DIN: 08805309) fulfill the conditions as specified in the Act and the Rules framed thereunder for appointment of an Independent Director. In compliance with the provisions of section 149 read with Schedule IV of the Act, the business of appointment of Ms. Zarna Shah (DIN: 08805309) as an Independent Director is being placed before the Members for their approval.

The terms and conditions of appointment of Ms. Zarna Shah (DIN: 08805309) shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Ms. Zarna Shah (DIN: 08805309) is interested in this resolution since it relates to her 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 Ms. Zarna 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.

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

**Date: 8<sup>th</sup> August, 2020**

**Registered Office:**

709-714, Sakar- V, B/h Natraj Cinema,  
Ashram Road, Ahmedabad- 380 009,  
Gujarat, India

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



## ANNEXURE OF THE NOTICE

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 re-appointment due to retirement by rotation, appointment of Independent Director, is given below:

<b>Name of Director</b>	<b>Santosh Kumar Saraswat, Non-Executive Director DIN: 00236008</b>	<b>Zarna Shah*, Additional Director (Independent Director Category) DIN: 08805309</b>
<b>Date of Birth / Age</b>	01-07-1941 (79 Years)	11-12-1994 (25 Years)
<b>Date of First Appointment</b>	23-06-2003	08-08-2020
<b>Qualification</b>	Diploma in Mechanical Engineering	Graduation in Computer Engineering
<b>Terms and Conditions of appointment or re-appointment</b>	Letter of Appointment	Letter of Appointment
<b>Expertise in Specific functional areas</b>	Production, Marketing, Sales & Management	Designing & Marketing
<b>Number of shares held in the Company (As on 31-03-2020)</b>	535735 Equity Shares	4000 Equity Shares
<b>Past Remuneration</b>	Sitting Fees only	-
<b>Remuneration Proposed</b>	Sitting Fees only	Sitting Fees only
<b>List of other Companies in which Directorships are held</b>	NIL	NIL
<b>Memberships/ Chairpersonships of committees of other Board</b>	NIL	NIL
<b>No. of Board Meetings attended during the year 2019-20</b>	4/4	-
<b>Relationship with other Directors/ Manager and other Key Managerial Personnel</b>	Father of Mr. Chandresh S. Saraswat, Chairman & Managing Director of the Company and Grandfather of Ms. Ankita Saraswat, Whole time Director of the Company.	None

\*Appointed as an Additional Director (Independent Director Category) w.e.f. 8<sup>th</sup> August, 2020