



YUG DECOR LIMITED

Date :- 7th September, 2017

To,
BSE Limited
P. J. Towers,
Dalal Street,
Mumbai- 400 001.

Dear Sir/ Madam,

Reference No. Script Id/ Code:- YUG/540550

Sub:- Intimation of 14th Annual General Meeting under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015.

In Compliance with the provisions of Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015, please find enclosed herewith Notice of 14th Annual General Meeting of the Members of the Company, scheduled to be held on Friday 29th September, 2017 at 11:00 A.M. at the registered office situated at 1011, Sakar- V, B/h Natraj Cinema, Ashram road, Ahmedabad- 380 009.

This for your information and record.

Thanking you,

For, Yug Decor Limited

Dashang Khatri



Dashang Manharlal Khatri
(Company Secretary & Compliance Officer)
Membership No. A47946

Encl: As Above

YUG DECOR LIMITED

[Formerly known as Yug Decor Pvt. Ltd.]

CIN: L24295GJ2003PLC042531

Regd. Office: 1011, Sakar- V, B/h Natraj Cinema, Ashram Road, Ahmedabad- 380 009, Gujarat, India.

Tel: 079-30020584/ 48955109 Email Id:- account@yugdecor.com

NOTICE

14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th Annual General Meeting of the members of **YUG DECOR LIMITED** (Formerly known as Yug Decor Pvt. Ltd.) will be held on Friday 29th day of September, 2017 at 11.00 A.M. at the Registered Office of the Company, situated at 1011, Sakar- V, B/h Natraj Cinema, Ashram Road, Ahmedabad- 380 009, Gujarat, India to transact the following business.

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2017 together with the Report of Board of Directors and Report of Auditors thereon.
2. To appoint Mr. Santosh Kumar Saraswat (DIN:- 00236008), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To reappoint Auditors of the Company to hold office from the conclusion of 14th AGM until the conclusion of the 15th AGM and to fix their remuneration and to pass the following resolution thereof.

“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. P. D. GOINKA & Co., Chartered Accountants, Ahmedabad (FRN: 103260W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 15th Annual General Meeting (AGM).

“FURTHER RESOLVED THAT the Auditors be paid remuneration of `80,000/- (excluding out of pocket expenses and applicable rate of tax)”

SPECIAL BUSINESS:-

4. **AUTHORITY TO BOARD OF DIRECTORS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 TO BORROW MONEY:**

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 Section 180(1)(c) of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 15 crores (Rupees Fifteen Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

5. AUTHORITY TO BOARD OF DIRECTORS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013, TO SELL LEASE OR OTHERWISE DISPOSE OF THE UNDERTAKINGS OF THE COMPANY:

To consider and, if thought fit, to accord assent/dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to sell, lease or otherwise dispose of whole and substantially the whole of the undertaking of the Company for the benefit of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is/are hereby jointly or severally authorised to do all such acts deeds and things and to sign, seal, execute and deliver all such documents, agreements, assignments, conveyances, deeds and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

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

Date:- 28/08/2017
Place:- Ahmedabad

Sd/-
Chandresh S. Saraswat
Managing Director
DIN : 01475370
Address: Flat No: 7, Abhikram,
27, Inkilab Society,
Gulbai Tekra,
Ahmedabad-380015.

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under Item no 4 & 5 of the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
3. If a Proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
4. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their

respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

6. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Santosh Kumar Saraswat (DIN:- 00236008) retires by rotation at forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.
7. The relevant documents referred in the notice will be available for inspection by the members at the registered office of the Company during business hours on any working day (except Saturdays, Sundays & Public Holidays)
8. Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2017 to 29th September, 2017. (both days inclusive).
9. The record date for the purpose of determining the eligibility of the Members to attend the 14th Annual General Meeting of Company will be 22nd September, 2017.
10. 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.
11. The Notice of 14th Annual General Meeting and the Annual Report 2016-2017 of the Company, circulated to the members of the Company, will be made available on the Company's website at www.yugdecor.com.
12. Members/ Proxies/ Representatives are requested to bring the Attendance Slip, enclosed with the Annual Report/ Notice for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
13. 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.
14. 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. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agent.
15. Members who have not registered their e-mail address so far are requested to register their e-mail address with depository participant/ Registrar and Transfer Agents for receiving all the communications including Annual reports, Notices etc. In electronic mode.

16. Members holding shares in physical form are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
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. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.
19. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
20. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronic holding with the Depository through their concerned Depository Participants.

IMPORTANT COMMUNICATION TO MEMBERS

Pursuant to Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and under regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015, Annual Report of the Company has been sent through email to those members whose email ID is registered with the Company/ Depository. In case any member wants a physical copy of the Annual Report he may write to the Company Secretary/ RTA.

MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESS ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS EITHER WITH THE DEPOSITORIES OR WITH THE COMPANY.

21. The Instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2017 and ends on 28th September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members 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) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
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">• 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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the YUG DECOR LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO NOTICE

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

Item No. 4:-

Keeping in view the Company’s existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.15 Crore (Rupees Fifteen Crore only). Pursuant to Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

The Board recommends these resolutions for the approval of the members as Special Resolutions.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions.

Item No. 5:-

Section 180(1)(a) of the Companies Act, 2013 provides, inter alia, that the Board of Directors shall not, without the consent of Members in General Meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole, of any such undertaking.

Since the mortgaging by the Company of its immovable and creation of charge by way of hypothecation or otherwise of movable properties in favour of the Banks/Financial Institution or other lenders may be regarded as disposal of the Company's properties/undertakings etc., it is considered prudent to have the approval of the members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013.

None of the Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of their respective shareholding in the Company.

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

By Order of the Board of Directors

FOR, YUG DECOR LIMITED

Date:- 28/08/2017
Place:- Ahmedabad

Sd/-
Chandresh S. Saraswat
Managing Director
DIN : 01475370
Address: Flat No: 7, Abhikram,
27, Inkilab Society,
Gulbai Tekra,
Ahmedabad-380015.

Details of the Directors seeking Appointment /Re-Appointment in the 14th Annual General Meeting of the Company pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

1. Mr. Santosh Kumar Saraswat – Non- Executive Director

Name of Director	Santosh Kumar Saraswat DIN:- 00236008
Date of Birth	01/07/1941
Date of Appointment	23/06/2003
Qualification	Diploma in Mechanical Engineering
Expertise in Specific functional areas	Production & Administrative
Number of shares held in the Company	5,35,735
List of other Companies in which Directorships are held	NIL
Memberships/Chairpersonships of committees of Board	3

YUG DECOR LIMITED

[Formerly known as Yug Decor Pvt. Ltd.]

CIN: L24295GJ2003PLC042531

**Regd. Office: 1011, Sakar- V, B/h Natraj Cinema, Ashram Road, Ahmedabad- 380 009,
Gujarat, India. Tel: 079-30020584/ 48955109 Email Id:- account@yugdecor.com**

ATTENDANCE SLIP

To be handed over at the Entrance.

I/We hereby record my/our presence at the 14th Annual General Meeting of the Company held at Registered Office 1011, Sakar- V, B/h Natraj Cinema, Ashram Road, Ahmedabad- 380 009, Gujarat, India on 29th September, 2017 at 11:00 A.M.

Folio No. / Client ID/DPID No.

Permanent Account Number:

Full Name of the Shareholder:

Signature:

Full Name of Proxy:

Signature:

(To be filled in if the Proxy attends instead of the Member)

YUG DECOR LIMITED

[Formerly known as Yug Decor Pvt. Ltd.]

CIN: L24295GJ2003PLC042531

Regd. Office: 1011, Sakar- V, B/h Natraj Cinema, Ashram Road, Ahmedabad- 380 009,
Gujarat, India. Tel: 079-30020584/ 48955109 Email Id:- account@yugdecor.com

14th Annual General Meeting - 29th September, 2017

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address:

Email:

Folio No./Client ID:

DP ID:

I/ We, being the Member(s) of..... Shares of the Yug Decor Limited,
hereby appoint

Name:

Address:
.....

Email:

Signature:

or failing him / her

Name:

Address:

Email:

Signature:

or failing him / her

Name:

Address:

Email:

Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 14th Annual General Meeting of the Company, to be held on 29th September, 2017 at 11:00 A.M. at 1011, Sakar- V, B/h Natraj Cinema, Ashram Road, Ahmedabad- 380 009, Gujarat, India and at any adjournment thereof:

Sr. No.	Resolutions	Optional*	
		For	Against
1	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended at March 31, 2017 together with the Report of Board of Directors and Report of Auditor thereon (Ordinary resolution)		
2	To appoint Mr. Santosh Kumar Saraswat (DIN: 00236008), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary resolution)		
3	To reappoint M/s. P. D. GOINKA & Co., Chartered Accountants, Ahmedabad; Statutory Auditors of the Company to hold office from the conclusion of 14 th AGM until the conclusion of the 15 th AGM and to fix their remuneration, if any.(Ordinary resolution)		
4	Authority to Board of Directors under Section 180(1)(C) of The Companies Act, 2013 To Borrow Money for the purpose of the Company. (Special resolution)		
5	Authority to Board of Directors Under Section 180(1)(A) of the Companies Act, 2013, To Sell Lease or otherwise dispose of the Undertakings of the Company. (Special resolution)		

Signed this Day of 2017

.....
Signature of the Member

.....
Signature of the proxy holder(s)

Affix
Rs. 1/-
Revenue
Stamp

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. * This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.



Route Map of the Venue of the AGM.

