



## NOTICE 16<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16<sup>th</sup> Annual General Meeting of the members of **YUG DECOR LIMITED** will be held on Friday, 20<sup>th</sup> September, 2019 at 11.30 A.M. at the Registered Office of the Company, situated at 709-714, Sakar- V, B/h. Natraj Cinema, Ashram Road, Ahmedabad-380 009, Gujarat, India 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, 2019 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 Ms. Ankita Saraswat (DIN: 05342198), Whole time Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.

**3. APPOINTMENT OF STATUTORY AUDITORS :**

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), M/s. Pankaj K Shah Associates, Chartered Accountants, Ahmedabad (FRN:107352W) be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 16<sup>th</sup> Annual General Meeting till the conclusion of the 21<sup>st</sup> Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company in consultation with them."

The Details of the Statutory Auditor proposed to be appointed, as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are disclosed in the Explanatory Statement annexed to the Notice.

### SPECIAL BUSINESS :-

**4. RE-APPOINTMENT OF MR. SUNIL THAKORE (DIN: 08013740) AS AN INDEPENDENT NON-EXECUTIVE 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 of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Sunil Thakore (DIN: 08013740), Independent Non-Executive 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 who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of 1 (one) year with effect from 1<sup>st</sup> September, 2019 and whose office shall not be liable to retire by rotation."

**5. APPROVAL OF PAYMENT OF REMUNERATION TO MR. CHANDRESH S. SARASWAT (DIN: 01475370), MANAGING 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 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V 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) and in terms of approval of the members by way of the resolution passed at the Extra Ordinary General Meeting held on 7<sup>th</sup> February, 2017 for reappointment and payment of remuneration to Mr. Chandresh S. Saraswat (DIN: 01475370) as the Managing Director of the Company, where he was reappointed for a period of 5 (Five) years with effect from 7<sup>th</sup> February, 2017 upto 6<sup>th</sup> February, 2022 and he be paid an amount not exceeding ₹ 2.00 Lakh per month as remuneration, approval of the members of the Company be and is hereby accorded for payment of remuneration particularly in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 for the remaining period of his existing tenure from 7<sup>th</sup> February, 2020 upto 6<sup>th</sup> February, 2022 on same terms and conditions of appointment as was approved by the members at the time of his appointment and as mentioned in the Explanatory Statement annexed to the Notice convening this meeting and more particularly set out in the agreement dated 7<sup>th</sup> February, 2017 entered by the Company with Mr. Chandresh S. Saraswat, with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration, subject to 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 the board be and is 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 directors to give effect to the aforesaid resolution."

**6. APPROVAL OF PAYMENT OF REMUNERATION TO MS. ANKITA SARASWAT (DIN: 05342198), WHOLE TIME 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 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of approval of the members by way of the resolution passed at the Extra Ordinary General Meeting held on 7<sup>th</sup> February, 2017 for appointment and payment of remuneration to Ms. Ankita Saraswat (DIN: 05342198) as the Whole time Director of the Company, where she was appointed for a period of 5 (Five) years with effect from 7<sup>th</sup> February, 2017 upto 6<sup>th</sup> February, 2022 and she be paid an amount not exceeding ₹ 1.00 Lakh per month as remuneration, approval of the members of the Company be and is hereby accorded for payment of remuneration particularly in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 for the remaining period of her existing tenure from 7<sup>th</sup> February, 2020 upto 6<sup>th</sup> February, 2022 on same terms and conditions of appointment as was approved by the members at the time of her appointment and as mentioned in the Explanatory Statement annexed to the Notice convening this meeting and more particularly set out in the agreement dated 7<sup>th</sup> February, 2017 entered by the Company with Ms. Ankita Saraswat, with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration, subject to 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 the board be and is 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 directors to give effect to the aforesaid resolution.”

**Date : 10<sup>th</sup> August, 2019**  
**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**  
Managing Director  
DIN: 01475370



## 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 and 6 of the Notice and the relevant details of the Directors seeking re-appointment under Item No. 4 and Directors seeking approval for payment of remuneration under Item No. 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.
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, Ms. Ankita Saraswat (DIN: 05342198), Whole time Director of the Company retires by rotation at forthcoming Annual General Meeting and being eligible, offers herself for re-appointment.
7. Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 14<sup>th</sup> September, 2019 to Friday, 20<sup>th</sup> September, 2019 (Both days inclusive).
8. The record date for the purpose of determining the eligibility of the Members to attend the 16<sup>th</sup> Annual General Meeting of Company and vote will be Friday, 13<sup>th</sup> September, 2019.
9. 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.
10. The Notice of 16<sup>th</sup> Annual General Meeting and the Annual Report 2018-19 of the Company, circulated to the members of the Company, will be made available on the Company's website at [www.yugdecor.com](http://www.yugdecor.com)
11. 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.
12. 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.
13. 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.
14. 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.
15. Members holding shares in physical form are requested to immediately get the same dematerialized as it is now mandatory as per the provisions of the Companies Act, 2013 that all shares of the listed entity shall be held in Demat form only. Further, in case of physical shares, no transaction w.r.t transfer/transmission will be carried out by the Company and that the Company shall not be held responsible for such rejection to the application made in this regard by the members holding physical shares.

16. 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 2018-19 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 2018-19 is being sent in the permitted mode.
19. 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) Regulations, 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.*

20. **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 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 Limited (CDSL) from a place other than the venue of the Meeting.
  - ii. The Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 13<sup>th</sup> September, 2019 (cut - off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, 13<sup>th</sup> September, 2019, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
  - iv. The remote e-voting will commence on Tuesday, 17<sup>th</sup> September, 2019 at 9.00 a.m. and ends on Thursday, 19<sup>th</sup> September, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, 13<sup>th</sup> September, 2019 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
  - v. 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.



- vi. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- vii. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, 13<sup>th</sup> September, 2019.

**The instructions for shareholders voting electronically are as under :**

- (i) The voting period begins on Tuesday, 17<sup>th</sup> September, 2019 at 9.00 A.M. and ends on Thursday, 19<sup>th</sup> September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 13<sup>th</sup> September, 2019 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](http://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](http://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 :

<b>For Members holding shares in Demat Form and Physical Form</b>	
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>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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 (iv).</li> </ul>

- (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 relevant <YUG DECOR LTD.> 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 use Mobile app - "m - Voting" for e voting. Shareholders may log in to m- Voting using their e voting credentials to vote for the company resolution(s).
- (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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, 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.
- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- viii. 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 in a fair and transparent manner.
- ix. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. **E-voting facility will not be made available at the AGM venue.**
- x. 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 at least 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.
- xi. 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 [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.



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

**Details of Statutory Auditor proposed to be appointed as required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given below :**

M/s. Pankaj K Shah Associates, Chartered Accountants, Ahmedabad (FRN: 107352W) was established in the year 1983 in the nature of proprietorship. It got converted into the partnership firm from 1<sup>st</sup> June, 2018. The Registered Office Address of the firm is 305-306, Addor Ambition, Beside Vimal House, Nr. Lakhudi Circle, Navrangpura, Ahmedabad – 380 014. M/s. Pankaj K Shah Associates have a wide experience of more than 35 years in the field of Accountancy and Audit. They have conducted Statutory Audit under Companies Act 1956/2013 including Bank Audit, Stock Audit, Tax Audit and other audit. Apart from audit related matters they have also been looking after GST related matters, Taxation matter, Company Law matters, RBI related matters of several Companies.

In accordance with the Companies Act, 2013 and on the recommendation of the Audit Committee and in the best interest of the Company, the Board of Directors have considered and recommended the proposed appointment of M/s. Pankaj K Shah Associates, Chartered Accountants, Ahmedabad (FRN: 107352W) as Statutory Auditors of the Company for a period of 5 (five) years i.e. from the conclusion of this 16<sup>th</sup> AGM till the conclusion of 21<sup>st</sup> AGM. M/s. Pankaj K Shah Associates, Chartered Accountants, Ahmedabad have provided their consent and confirmed that their appointment, if made, would be within the limits specified under section 141(3)(g) of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The fees proposed to be paid to M/s. Pankaj K Shah Associates, Chartered Accountants, Ahmedabad, for the purpose of Statutory Audit and related certifications for the financial year is ₹ 70,000/- ( Rupees Seventy Thousand Only)

### **Item No. 4 :**

Pursuant to Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Sunil Thakore (DIN: 08013740) was appointed as an Independent Director at the 15<sup>th</sup> Annual General Meeting of the Company held on Thursday, 30<sup>th</sup> August, 2018 for a period of 1 year w.e.f. 1<sup>st</sup> September, 2018, whose office was not liable to retire by rotation.

The Board of Directors at its meeting held on 10<sup>th</sup> August, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. Sunil Thakore would be beneficial to the Company and it is desirable to re-appoint Mr. Sunil Thakore as an Independent Director for another term of One (1) year with effect from 1<sup>st</sup> September, 2019.

Mr. Sunil Thakore 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. Sunil Thakore 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 the resolution No. 4 of the Notice, financially or otherwise.

The details of Mr. Sunil Thakore 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-1 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, re-appointment of Mr. Chandresh S. Saraswat, as Managing Director of the Company for a period of 5 years with effect from 7<sup>th</sup> February, 2017 upto 6<sup>th</sup> February, 2022 and payment of an amount not exceeding ₹ 2.00 Lakh per month as remuneration by way of salary, perquisites and allowances to him in accordance with Section 197 read with Schedule V of the Companies Act, 2013. Accordingly, 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 appointment and remuneration as applicable to the period from 7<sup>th</sup> February, 2017 upto 6<sup>th</sup> February, 2020, for the remaining period of his existing term as Managing Director of the Company, with effect from 7<sup>th</sup> February, 2020 upto 6<sup>th</sup> February, 2022 as specified in the agreement dated 7<sup>th</sup> February, 2017 executed between him and the Company. The payment of remuneration has been recommended/ approved by the Nomination and Remuneration Committee in its meeting held on 10<sup>th</sup> August, 2019. Mr. Chandresh S. Saraswat is a promoter director and has been associated with the Company since 12 years and he is looking after day to day affairs of the Company. He has vast experience in

Chemical Industry Particularly Adhesives. Considering the above, your Directors are of the opinion that it is in the interest of the Company to continue the payment of remuneration to him as a Managing Director of the Company. The terms and conditions of payment of remuneration shall be as set out in the agreement dated 7<sup>th</sup> February, 2017. The remuneration of Mr. Chandresh S. Saraswat, as the Managing director of the Company, as set out in the aforesaid agreement, subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013, copy of which is placed before the Meeting is as follows :

**Brief particulars of the remuneration payable to Mr. Chandresh S. Saraswat are as under :**

**(a) Term/period of Re-appointment :**

Mr. Chandresh S. Saraswat is re-appointed as the Managing Director of the Company for a period of 5 (five) years w.e.f. 7<sup>th</sup> February, 2017 upto 6<sup>th</sup> February, 2022.

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

Period of Remuneration: 7<sup>th</sup> February, 2020 upto 6<sup>th</sup> February, 2022.

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

**(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 :**

All other terms and conditions as stated in the agreement executed by the Company with the Managing Director.

**The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013 :**

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	<table border="1"> <thead> <tr> <th>Indicators</th> <th>2018-19</th> <th>2017-18</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>17,06,33,916</td> <td>16,20,64,704</td> </tr> <tr> <td>Total Expenses</td> <td>17,84,21,097</td> <td>15,74,32,497</td> </tr> <tr> <td>Profit/(Loss) after Tax</td> <td>(57,63,630)</td> <td>33,23,059</td> </tr> </tbody> </table>	Indicators	2018-19	2017-18	Total Revenue	17,06,33,916	16,20,64,704	Total Expenses	17,84,21,097	15,74,32,497	Profit/(Loss) after Tax	(57,63,630)	33,23,059
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Profit/(Loss) after Tax	(57,63,630)	33,23,059												
5.	Foreign investments or collaborations, if any	N.A.												





Sr. No.	Particulars	Information
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**II INFORMATION ABOUT THE APPOINTEE**

1.	Background details	Mr. Chandresh S. Saraswat aged 53 years, is the Managing Director of the Company. He has completed his Bachelor of Arts from Rajasthan University. He has more than 33 years of experience in the field of marketing with the different Companies engaged in the business of timber, ply-boards and FMCG.
2.	Part remuneration	₹ 1,06,750/- p.m.
3.	Recognition or awards	-
4.	Job profile and his suitability	Mr. Chandresh S. Saraswat is associated with the Company since 12 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 Managing Director of the Company and receiving managerial Remuneration, he is a promoter holding 8,20,051 Equity Shares representing 19.67% 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 81,000 (1.94%) shares of the Company and his father Mr. Santoshkumar Saraswat, Director holds 5,35,735 (12.85%) Equity shares of the Company. (Shareholding as on 31st March, 2019).

**III OTHER INFORMATION**

1.	Reasons of loss or inadequate profits	Increase in overall Cost of the Company which includes increase in Finance Cost, Cost of Goods sold (COGS), Depreciation and Amortization Expense.
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 and lower down the impact of fixed cost resulting in improved financial position.
3.	Expected increase in productivity and profits in measurable terms	Due to aforesaid steps, the Company expects a significant increase in productivity and profits of the Company in next financial years.

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 the Resolution No. 5 of the Notice, 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-1 to this Notice.

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

**Item No. 6 :**

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 Whole time Director of the Company for a period of 5 years with effect from 7<sup>th</sup> February, 2017 upto 6<sup>th</sup> February, 2022 and payment of an amount not exceeding ₹ 1.00 Lakh per month as remuneration by way of salary, perquisites and allowances to her in accordance with Section 197 read with Schedule V of the Companies Act, 2013. Accordingly, 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 appointment and remuneration as applicable to the period from 7<sup>th</sup> February, 2017 upto 6<sup>th</sup> February, 2020, for the remaining period of her 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 as specified in the agreement dated 7<sup>th</sup> February, 2017 executed between her and the Company. The payment of remuneration has been recommended/ approved by the Nomination and Remuneration Committee in its meeting held on 10<sup>th</sup> August, 2019. Ms. Ankita Saraswat belongs to the promoter group and has been associated with the Company as director since 2012. She takes at most care of human resource activities in the organization. She manages the brand of the Company as well as generates new customers and maintains relationship with old customers of the Company. Considering the above, your Directors are of the opinion that it is in the interest of the Company to continue the payment of remuneration to her as a Whole time Director of the Company. The terms and conditions of payment of remuneration shall be as set out in the agreement dated 7<sup>th</sup> February, 2017. The remuneration of Ms. Ankita Saraswat, as the Whole time director of the Company, as set out in the aforesaid agreement, subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013, copy of which is placed before the Meeting is as follows:

**Brief particulars of the remuneration payable to Ms. Ankita Saraswat are as under :**

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

Ms. Ankita Saraswat is appointed as the Whole time Director of the Company for a period of 5 (five) years w.e.f 7<sup>th</sup> February, 2017 upto 6<sup>th</sup> February, 2022.

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

Period of Remuneration: 7<sup>th</sup> February, 2020 upto 6<sup>th</sup> February, 2022.

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

**(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 :**

All other terms and conditions as stated in the agreement executed by the Company with the Whole time Director.

**The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013 :**

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	<table border="1"> <thead> <tr> <th>Indicators</th> <th>2018-19</th> <th>2017-18</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>17,06,33,916</td> <td>16,20,64,704</td> </tr> <tr> <td>Total Expenses</td> <td>17,84,21,097</td> <td>15,74,32,497</td> </tr> <tr> <td>Profit/ (Loss) after Tax</td> <td>(57,63,630)</td> <td>33,23,059</td> </tr> </tbody> </table>	Indicators	2018-19	2017-18	Total Revenue	17,06,33,916	16,20,64,704	Total Expenses	17,84,21,097	15,74,32,497	Profit/ (Loss) after Tax	(57,63,630)	33,23,059
Indicators	2018-19	2017-18												
Total Revenue	17,06,33,916	16,20,64,704												
Total Expenses	17,84,21,097	15,74,32,497												
Profit/ (Loss) after Tax	(57,63,630)	33,23,059												
5.	Foreign investments or collaborations, if any	N.A.												

## II INFORMATION ABOUT THE APPOINTEE

1.	Background details	Ms. Ankita Saraswat, aged 28 years, is the Whole time Director of the Company. She has completed her M.B.A. from Amity University. She looks after Human Resource activity 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.	Part remuneration	₹ 55,000/- p.m.
3.	Recognition or awards	-
4.	Job profile and her suitability	Ms. Ankita Saraswat is associated with the Company since almost 8 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 81,000 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, Managing director of the Company holds 8,20,051 (19.67%) shares of the Company and her Grandfather Mr. Santoshkumar Saraswat, Director of the Company holds 5,35,735 (12.85%) Equity shares of the Company. (Shareholding as on 31 <sup>st</sup> March, 2019).
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**III OTHER INFORMATION**

1.	Reasons of loss or inadequate profits	Increase in overall Cost of the Company which includes increase in Finance Cost, Cost of Goods sold (COGS), Depreciation and Amortization Expense.
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 and lower down the impact of fixed cost resulting in improved financial position.
3.	Expected increase in productivity and profits in measurable terms	Due to aforesaid steps, the Company expects a significant increase in productivity and profits of the Company in next financial years.

None of the Directors or KMP or their relatives, except Mr. Chandresh S. Saraswat, Managing Director and Mr. Santoshkumar Saraswat, Director of the Company are in any way concerned or interested in the Resolution No. 6 of the Notice, 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-1 to this Notice.

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

**Date : 10<sup>th</sup> August, 2019**  
**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**  
Managing Director  
DIN: 01475370



## ANNEXURE-1 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, Re-appointment of Independent Director and that of Managing Director and Whole time Director seeking approval for payment of Remuneration, is given below :

Name of Director	Ankita Saraswat, Whole time Director DIN: 05342198	Sunil Thakore, Independent Director DIN: 08013740	Chandresh Saraswat, Managing Director DIN: 01475370
Date of Birth (Age)	28/07/1991 (28 Years)	11/06/1958 (61 Years)	03/04/1966 (53 Years)
Date of First Appointment	28/07/2012	12/02/2018	19/06/2007
Qualification	M.B.A	P.G.D.B.M., L.L.B.	B.A., P.G.D.M.
Terms and Conditions of appointment or re-appointment	As per the agreement executed by the Company with her on 7 <sup>th</sup> February, 2017, available for inspection by the Members of the Company	As per draft Letter of Appointment available for inspection by the Members of the Company	As per the agreement executed by the Company with him on 7 <sup>th</sup> February, 2017, available for inspection by the Members of the Company
Expertise in Specific functional areas	Marketing & Human Resources Management	Marketing Management	Marketing, HR Management, Supply Chain Management
Number of shares held in the Company (As on 31.03.2019)	81,000 Equity Shares	NIL	8,20,051 Equity Shares
Past Remuneration	₹ 55,000/- p.m.	Sitting Fees only	₹ 1,06,750/- p.m.
Remuneration Proposed	Not exceeding ₹ 1,00,000/- p.m.	Sitting Fees only	Not exceeding ₹ 2,00,000/- p.m.
List of other Companies in which Directorships are held	NIL	NIL	NIL
Memberships/ Chairpersonships of committees of other Board	NIL	NIL	NIL
No. of Board Meetings attended during the year 2018-19	4/4	4/4	4/4
Relationship with other Directors/ Manager and other Key Managerial Personnel	Daughter of Mr. Chandresh S. Saraswat, Managing Director and granddaughter of Mr. Santoshkumar Saraswat, Director of the Company.	None	Father of Ms. Ankita Saraswat, Whole time Director and Son of Mr. Santoshkumar Saraswat, Director of the Company.

## YUG DECOR LIMITED

CIN: L24295GJ2003PLC042531



Regd. Office : 709-714, Sakar-V, B/h. Natraj Cinema, Ashram Road, Ahmedabad - 380 009,  
Gujarat, India. Tel : 079 26580920 / 48955109 Email ID : account@yugdecor.com

### ATTENDANCE SLIP To be handed over at the Entrance

I/We hereby record my/our presence at the 16<sup>th</sup> Annual General Meeting of the Company held at Registered Office at 709-714, Sakar-V, B/h. Natraj Cinema, Ashram Road, Ahmedabad - 380 009, Gujarat, India on Friday, 20<sup>th</sup> September, 2019 at 11:30 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)

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# YUG DECOR LIMITED

CIN: L24295GJ2003PLC042531

Regd. Office : 709-714, Sakar-V, B/h. Natraj Cinema, Ashram Road, Ahmedabad - 380 009,  
Gujarat, India. Tel : 079 26580920 / 48955109 Email ID : account@yugdecor.com

**16<sup>th</sup> Annual General Meeting - Friday, 20<sup>th</sup> September, 2019**

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 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 16<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 20<sup>th</sup> September, 2019 at 11:30 A.M. at 709-714, Sakar-V, B/h Natraj Cinema, Ashram Road, Ahmedabad - 380 009, Gujarat, India and at any adjournment thereof :

Sr. No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business :</b>			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2019 together with the Board's Report and Report of Auditor thereon (Ordinary resolution)		
2.	To appoint a director in place of Ms. Ankita Saraswat (DIN: 05342198), Whole time Director, who retires by rotation and being eligible, offers herself for re-appointment. (Ordinary resolution)		
3.	To appoint M/s. Pankaj K Shah Associates, Chartered Accountants, Ahmedabad (FRN: 107352W), as the Statutory Auditors of the Company to hold office from the conclusion of 16 <sup>th</sup> AGM until the conclusion of the 21 <sup>st</sup> AGM and to fix their remuneration. (Ordinary resolution)		
<b>Special Business :</b>			
4.	To re-appoint Mr. Sunil Thakore (DIN: 08013740) as an Independent Non-Executive Director of the Company. (Special resolution)		
5.	To approve payment of Remuneration to Mr. Chandresh S. Saraswat (DIN: 01475370), Managing Director of the Company. (Special Resolution)		
6.	To approve payment of Remuneration to Ms. Ankita Saraswat (DIN: 05342198), Whole time Director of the Company. (Special Resolution)		

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2019

Affix  
₹ 1/-  
Revenue  
Stamp

\_\_\_\_\_  
Signature of the Member      Signature of the proxy holder(s)

### 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



Landline No. : 079 26580920 / 48955109