



## NOTICE

**NOTICE** is hereby given that the 20<sup>th</sup> Annual General Meeting ('AGM') of the members of **YUG DECOR LIMITED** will be held on Friday, 22<sup>nd</sup> September, 2023 at 12:00 Noon at the Registered Office of the Company situated at 709-714, Sakar- V, B/h Natraj Cinema, Ashram Road, Ahmedabad, Gujarat– 380 009 to transact the following business:

### **ORDINARY BUSINESS:-**

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

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2023 together with the Board's Report and Report of Auditors thereon.

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

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

### **SPECIAL BUSINESS:-**

#### **3. ISSUE OF BONUS EQUITY SHARES:**

To Consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to relevant provisions of the Articles of the Association and the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ('SEBI') (Issue of Capital Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, and such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors (hereinafter referred to as "Board" which term shall include a Committee thereof authorised for the purpose), the consent of the Shareholders of the Company be and is hereby accorded for capitalization of such requisite sums out of Securities Premium Reserve and/or Free Reserves and/or Retained Earnings as may be considered necessary, as per the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2023 for distribution amongst the holders of existing fully paid-up Equity Shares, as may be considered necessary by the Board, for the purpose of issue of Bonus equity shares of Face value of ₹ 10/- (Rupees Ten only) each, credited as fully paid equity shares to eligible Members of the Company in the proportion of 15 (Fifteen) new fully paid up equity share of ₹ 10/- (Rupees Ten Only) each for every 100 (Hundred) existing fully paid –up equity shares of face value of ₹ 10/- ( Rupees Ten Only) each held by the Members of the Company, whose names appear in the Register of Members in a 'Record Date' to be determined by the Board for this purpose.

**RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall rank pari passu in all respects with the fully paid up equity shares of the Company as existing on the Record date, with a right to participate in full in the dividend declared, if any, after the allotment of such shares.

**RESOLVED FURTHER THAT** no members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and in case of fractional shares, if any arising out of the issue and allotment of the bonus equity shares, the bonus shall be rounded off to the nearest integer to the extent of fraction equal to and /or more than 0.5 will get one share and less than 0.5 will be ignored and accordingly, the number of issuance of such shares may be altered.

**RESOLVED FURTHER THAT** the Bonus Equity Shares shall be issued in the demat mode to all the allottees holding shares in the demat mode on the Record Date and the Bonus equity shares to the holders holding their shares in physical form, if any, shall be credited to the demat suspense account of the Company and on providing the details of demat account, such Bonus Equity Shares shall be

credited to the concerned demat account of the shareholder, in terms of applicable regulations, rules, guidelines and circulars as may be issued from time to time in this regard.

**RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus Equity Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, if any, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory/statutory authorities, as may be necessary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix the "Record Date" for the purpose and to allot the Bonus Shares and issue share certificates under the Common Seal of the Company in accordance with the Articles of Association of the Company and as per provisions of the Act and the rules made thereunder and to do all such acts, deeds, matters and things including but not limited to execution, filing and signing of such documents, deeds, instruments, forms and writings, applying and seeking necessary listing and trading approvals, as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, with the SEBI, Stock Exchanges where the shares of the company are listed, Depositories, Ministry of Corporate Affairs and/or any concerned authorities, and give such directions as may be considered necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue and allotment of the New Bonus Equity Shares and determine all other terms and conditions of the issue of New Bonus Equity Shares as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution and the decision shall be binding.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, Board be and is hereby authorized to delegate such powers and/or authority to any one or more of the, Managing Director, Chief Financial Officer, Company Secretary or any other person / official to make listing and/or trading application to the Stock Exchanges and to deal with Depositories and any other authorities as may be required for the aforesaid shares and to sign and execute all necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in the aforesaid matters and to do such other acts and deeds required to give effect to the aforesaid resolutions."

By Order of the Board of Directors

**Date: 18<sup>th</sup> August, 2023**  
**Registered Office:**  
**709-714, Sakar-V, B/h Natraj Cinema,**  
**Ashram Road, Ahmedabad - 380 009,**  
**Gujarat, India.**

**For, YUG DECOR LIMITED**

**Chandresh S. Saraswat**  
**Chairman & 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 3 of the Notice 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. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the Meeting instead of himself and the proxy need not be a Member of the Company.
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. 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. A proxy form is annexed to this Report. Proxies submitted on behalf of the companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
6. 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.
7. Corporate Members/Institutional investors intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send 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 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).
8. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. SantoshKumar 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.
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 (except Saturdays, Sundays and Public holidays) during business hours up to the date of Annual General Meeting.
10. Register of Members and the Share Transfer Books of the Company will remain closed from 16<sup>th</sup> September, 2023 to 22<sup>nd</sup> September, 2023. (Both days inclusive).
11. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of 20<sup>th</sup> Annual General Meeting and the Annual Report 2022-23 of the Company is being sent only through electronic mode to those Members whose email addresses are registered with Company/Depositories. Members may note that the Notice calling AGM will be made available on the Company's website at [www.yugdecor.com](http://www.yugdecor.com), website of Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited (CDSL) i.e. [www.evotingindia.com](http://www.evotingindia.com) (the Authorised agency for providing remote e-voting facility and e-voting system during AGM).
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.
15. 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.
16. 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.
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.
20. Electronic copy of the Annual Report for 2022-23 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. Please note that vide SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with MCA General **Circular no. 10/2022 dated December 28, 2022**, compliance norms pertaining to requirement of sending physical copies of annual reports to the shareholders for general meeting to be held up-to September 30, 2023 has been dispensed off.
21. The Members who have not registered their email ID with the Company can access the Annual Report on the website of the Company [www.yugdecor.com](http://www.yugdecor.com). Members who would like to obtain PDF copy may write an email to the [cs@yugdecor.com](mailto:cs@yugdecor.com).
22. 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.
23. 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.
24. A route map giving directions to reach the venue of 20<sup>th</sup> Annual General Meeting is given at the end of the Annual Report.

#### 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/she 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.



**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM ARE AS UNDER:**

(i) The voting period begins on **Tuesday, 19<sup>th</sup> September, 2023** at **9:00 A.M.** and ends on **Thursday, 21<sup>st</sup> September, 2023** 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, 15<sup>th</sup> September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

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

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

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

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

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

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

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are requested to visit CDSL Website <b>www.cdslindia.com</b> and click on Login icon and select New System Myeasi.
	2) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option or at visit directly at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<b>Individual Shareholders holding securities in demat mode with NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

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

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (vii) Click on the EVSN for the relevant <Yug Decor Limited> on which you choose to vote.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –REMOTE VOTING ONLY
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is mandatory that 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 mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address at **mukeshpamnani23@gmail.com** and to the Company at the email address viz. **cs@yugdecor.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. In case the email ID is not registered/ updated, then Shareholders are requested to provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+CLID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Company at **cs@yugdecor.com** or to the Registrar and Share Transfer Agent (RTA) -Satellite Corporate Services Private Limited at **service@satellitecorporate.com**, for the limited purpose of receiving the 20thAGM Notice and Annual Report 2022-23.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).





3. Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at 1800 22 55 33.
  - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.
  - The Company has appointed Mr. Mukesh Pamnani, Proprietor of M/s Mukesh Pamnani & Associates, Practising Company Secretaries, Ahmedabad (Membership No. FCS: 10166; CP No: 12925), to act as the Scrutinizer for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.
  - The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
  - The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.yugdecor.com** and on the website of CDSL at **www.evotingindia.com** immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchange where the shares of the Company are listed.

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

**Item No. 3:**

In appreciation of continuing support from Shareholders of the Company, the Board of Directors at its meeting held on 18<sup>th</sup> August, 2023, subject to consent of the Members of the Company, approved and recommended issue of Bonus Equity Shares of Face Value of Rs.10/- (Rupee Ten) each credited as fully paid-up to eligible Members of the Company in the proportion of 15 (Fifteen) new fully paid-up Equity Share of Face Value of Rs. 10/- (Rupee Ten only) each for every 100 (Hundred) existing fully paid-up Equity Shares of Face Value of Rs. 10/- (Rupee Ten only) each held by them as on the record date to be fixed by the Board or a Committee thereof authorised for this purpose.

Further, pursuant to the enabling provisions of the Articles of Association of the Company, the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and such other applicable laws, Equity Shares of Rs. 10/- (Rupees Ten only) each will be issued and allotted as Bonus Equity Shares by capitalizing a sum of Rs. \*93,81,970 (Rupees Ninety Three Lakhs Eighty-one Thousand Nine Hundred and Seventy Only) out of the amount standing to the credit of Securities Premium Account / General Reserve Account or such other eligible account(s) as per the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2023 for this purpose. The Bonus Shares so allotted shall rank pari-passu with the existing fully paid-up Equity Shares of the Company in all respects, with a right to participate in full in the dividend declared by the Company after the allotment of Bonus Shares.

\* In case of any fractional shares arising out of issue of Bonus shares, the bonus shall be rounded off to the extent fraction equal to and/or more than 0.5 will be rounded off to 1 and the lower integer than 0.5 will be ignored and accordingly the number of issuance of shares may differ.

It is also proposed to authorize the Board of Directors of the Company including any Committee thereof to complete all the formalities in connection with the issue of Bonus Shares. This bonus allotment will rationalize the paid-up capital of the company with the funds employed in the company. The fully paidup Bonus Shares shall be distributed to the Members of your Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as determined by the Board of Directors of the Company.

None of the Directors / Key Managerial Personnel / their relatives is in any way concerned or interested, financially or otherwise in the resolutions except to the extent of their entitlements to Bonus Shares as Members of the Company.

The Board commends this resolution as set out at Item no. 3 in the Notice for your approval as an Ordinary Resolutions.

**Date: 18<sup>th</sup> August, 2023**  
**Registered Office:**  
**709-714, Sakar-V, B/h Natraj Cinema,**  
**Ashram Road, Ahmedabad - 380 009,**  
**Gujarat, India.**

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

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



## BOARD'S REPORT

Dear Members,

The Board of Directors is pleased to present the 20<sup>th</sup> Annual Report on the business and operations of the Company along with the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2023.

### FINANCIAL HIGHLIGHTS:

The key financial figures of your Company for the financial year ended 31<sup>st</sup> March, 2023 are as under:

(Amount in '000 ₹)

Particulars	31/03/2023	31/03/2022
<b>Net Revenue from operations</b>	<b>3,11,934.81</b>	<b>2,44,945.54</b>
Add: Other Income	731.61	91.38
<b>Total Revenue</b>	<b>3,12,666.42</b>	<b>2,45,036.92</b>
<b>Expenditure</b>	<b>2,89,783.49</b>	<b>2,37,023.22</b>
<b>Profit/(Loss) before Finance Cost, Depreciation &amp; Amortization and Tax Expenses</b>	<b>22,882.93</b>	<b>8,013.70</b>
Less: Finance Cost	3,653.08	2,668.14
Less: Depreciation & Amortization	3,943.67	3,972.36
<b>Profit/ (Loss) Before Tax</b>	<b>15,286.18</b>	<b>1,373.20</b>
Less: Taxation		
i) Current Tax	4,191.43	315.59
ii) Deferred Tax	(323.39)	104.94
Total Tax (i+ii)	3,868.04	420.53
<b>Profit/ (Loss) after Tax</b>	<b>11,418.14</b>	<b>952.67</b>
Add: Balance brought forward from previous year	4,283.82	3,331.15
Less: Utilised for bonus shares issue	3,841.62	Nil
<b>Balance carried forward to next year's accounts</b>	<b>11,860.34</b>	<b>4,283.82</b>

**Note:** The above figures are extracted from the Annual Financial Statements for the year ended 31<sup>st</sup> March, 2023.

### RESULT OF OPERATIONS & STATE OF COMPANY AFFAIRS:

The Key points pertaining to the business of the Company for the year 2022-23 and period preceding thereto have been given hereunder:

- ❖ The Total revenue of the Company during the Financial year 2022-23 was ₹ **3,12,666.42** ('000) against the total revenue of ₹ **2,45,036.92** ('000) in the previous financial year 2021-22.
- ❖ The Total expenses of the Company during the financial year 2022-23 was ₹ **2,89,783.49** ('000) against the expenses of ₹ **2,37,023.22** ('000) in the previous financial year 2021-22.
- ❖ The Profit after tax was ₹ **11,418.14** ('000) for the financial year 2022-23 as compared to the Profit after tax of ₹ **952.67** ('000) in the previous financial year 2021-22.

The performance of the Company in terms of overall revenue generation during the period under consideration was quite phenomenal. Despite multidimensional crisis, your company continues to develop its strengths by institutionalizing sound commercial processes and effectively putting the hard work on a continuous basis to thrive, maintain and capitalize the growth opportunities. Your Company strongly believes that its success in the marketplace and good reputation are among the primary determinants of shareholder value. Its close relationship with customers and a deep understanding and anticipation of consumers' requirements early depicts a strong commercial backbone.

The state of your Company's affairs is given under the heading 'Financial Highlights', Result of Operations and State of Company Affairs' and various other headings in this Report and the Management Discussion and Analysis Report, which forms part of the Annual Report.