

## **NOTICE**

**NOTICE** is hereby given that the 21<sup>st</sup> Annual General Meeting ('AGM') of the members of **YUG DECOR LIMITED** will be held on Saturday, 28<sup>th</sup> September, 2024 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, 2024 together with the Board's Report and Report of Auditors thereon.

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

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

**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 re-enactment(s) thereof, for the time being in force), M/s. P.D. Goinka & Co., Chartered Accountants, Ahmedabad (Firm Registration No 103260W) be and are hereby appointed as Statutory Auditor of the Company for a term of 5 (five) consecutive years from the conclusion of this 21<sup>st</sup> Annual General Meeting till the conclusion of the 26<sup>th</sup> Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company in consultation with them.”

### **SPECIAL BUSINESS:**

**4. 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 18<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> September, 2021 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 February, 2022 upto 6<sup>th</sup> February, 2027 and he be paid an amount not exceeding Rs.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, 2025 upto 6<sup>th</sup> February, 2027 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, 2022 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.”

#### **5. 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 reenactment thereof for the time being in force) and in terms of approval of the members by way of the resolution passed at the 18<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> September, 2021 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, 2022 upto 6<sup>th</sup> February, 2027 and she be paid an amount not exceeding Rs.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 the 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, 2025 upto 6<sup>th</sup> February, 2027 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, 2022 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.”

#### **6. INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION**

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 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, Consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) equity Shares Rs. 10/- each to Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lakhs only) Equity Shares of Rs. 10/- each.”

**“RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

**V. The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lakhs only) Equity Shares of 10/- each.”**

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof) or any officer/executive / representative and /or any other person so authorized by the Board, be and is hereby authorised to do all such acts, deeds, steps and actions including delegation of any of its powers herein conferred to any of its Directors and / or Company Secretary.”

**7. TO INCREASE BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT**, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments for the time being in force), consent of the members of the company be and is hereby accorded to the board of directors of the company for borrowing from time to time any sum or sums of monies, as it may considered fit for the business of the Company on such terms and conditions as it may deem fit and expedient in the interests of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company, its free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium provided that the maximum amount of monies so borrowed or to be borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) shall not at any given point of time to exceed the sum of Rs. 20 Crores (Rupees Twenty Crores Only).

**RESOLVED FURTHER THAT**, the Directors of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Gujarat at Ahmedabad and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

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

**Date: 4<sup>th</sup> September, 2024**  
**Registered Office:**  
**709-714, Sakar- V, B/h Natraj Cinema,**  
**Ashram Road, Ahmedabad– 380 009,**  
**Gujarat, India**

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

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under Item no 4 and 5 of the Notice as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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. Chandresh S. Saraswat (DIN: 01475370), Managing Director of the Company who 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 21<sup>st</sup> September, 2024 to 28<sup>th</sup> September, 2024. (Both days inclusive).

11. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of 21<sup>st</sup> Annual General Meeting and the Annual Report 2023-24 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 2023-24 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/CMD2/CIR/P/2022/62 dated May 13, 2022 read with MCA General 2/2022 dated May 05, 2022, compliance norms pertaining to requirement of sending physical copies of annual reports to the shareholders for general meeting 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 21<sup>st</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 **Wednesday, 25<sup>th</sup> September, 2024 at 9:00 A.M.** and ends on **Friday, 27<sup>th</sup> September, 2024 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, 20<sup>th</sup> September, 2024** 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>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are requested to visit CDSL Website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at 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></li> <li>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.</li> </ol>

<p><b>Individual Shareholders holding securities in demat mode with NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.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.</li> <li>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></li> <li>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</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 <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.</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](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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 21<sup>st</sup> AGM Notice and Annual Report 2023-24.
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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com 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**

### **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. P.D. Goinka & Co., Chartered Accountants, Ahmedabad (Firm Registration No 103260W) was established in the year 1976 in the nature of partnership firm. The Registered Office Address of the firm is 203-204, 2<sup>nd</sup> Floor, Austmangal Complex, Near Rajasthan Hospital, Shahibaug, Ahmedabad-380 004 Gujarat. M/s. P.D. Goinka & Co., Chartered Accountants have a wide experience of more than 48 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. P.D. Goinka & Co., Chartered Accountants, Ahmedabad (Firm Registration No 103260W) as Statutory Auditors of the Company for a period of 5 (five) years i.e. from the conclusion of this 21<sup>st</sup> AGM till the conclusion of 26<sup>th</sup> AGM. M/s. P.D. Goinka & Co., Chartered Accountants, Ahmedabad (Firm Registration No 103260W) 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. P.D. Goinka & Co., Chartered Accountants, Ahmedabad (Firm Registration No 103260W) for the purpose of Statutory Audit and related certifications for the financial year is Rs 1,00,000/- ( Rupees One Lakh Only) plus Goods and Service Tax as applicable

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

The members of the Company had approved, vide their resolution passed at the 18<sup>th</sup> Annual General Meeting of the Company held on 10<sup>th</sup> September, 2021, 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, 2022 upto 6<sup>th</sup> February, 2027 and payment of an amount not exceeding Rs.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 4<sup>th</sup> September, 2024 approved payment of remuneration to Mr. Chandresh S. Saraswat on same terms and conditions of appointment and remuneration as applicable for the period from 7<sup>th</sup> February, 2025 upto 6<sup>th</sup> February, 2027, for the remaining period of his existing term as Managing Director of the Company as specified in the agreement dated 7<sup>th</sup> February, 2022 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 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 the payment of remuneration shall be as set out in the agreement dated 7 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, 2022 upto 6<sup>th</sup> February, 2027.

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

Period of Remuneration: 7<sup>th</sup> February, 2025 upto 6<sup>th</sup> February, 2027.

**(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</b>	<b>General Information</b>	
	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'
	Date of commencement of commercial production	4 <sup>th</sup> November, 2006
	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	N.A.

Financial Performance based on given indicators	<b>Rs. In '000</b>		
	<b>Indicators</b>	<b>2023-24</b>	<b>2022-23</b>
	Total Revenue	2,81,006.22	3,12,721.4
	Total Expenses	2,63,602.44	2,97,435.22
Profit/(Loss) after Tax	12,989.62	11,418.14	
Foreign investments or collaborations, if any	N.A.		
<b>II INFORMATION ABOUT THE APPOINTEE</b>			
Background details	Mr. Chandresh S. Saraswat aged 58 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.		
Past remuneration	Rs.2,00,000/- p.m.		
Recognition or awards	N.A		
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.		
Remuneration proposed	Not exceeding Rs.2,00,000/- p.m		
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.		
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 26,03,777 Equity Shares representing 24.13% 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 3,92,438 (3.64%) shares of the Company and his father Mr. Santoshkumar Saraswat, Director holds 12,02,259 (11.14%) Equity shares of the Company. (Shareholding as on 31 <sup>st</sup> March, 2024).		

<b>III OTHER INFORMATION</b>		
	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.
	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.
	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. 4 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.5**

The members of the Company had approved, vide their resolution passed at the 18<sup>th</sup> Annual General Meeting of the Company held on 10<sup>th</sup> September, 2021 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, 2022 upto 6<sup>th</sup> February, 2027 and payment of an amount not exceeding Rs.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 4<sup>th</sup> September, 2024 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, 2025 upto 6<sup>th</sup> February, 2027, for the remaining period of her existing term as Whole time Director of the Company, as specified in the agreement dated 7<sup>th</sup> February, 2022 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 2<sup>nd</sup> September, 2024. 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 February, 2022. 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, 2022 upto 6<sup>th</sup> February, 2027.

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

Period of Remuneration: 7<sup>th</sup> February, 2025 upto 6<sup>th</sup> February, 2027.

Remuneration: Not exceeding Rs.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
I	<b>General Information</b>	
	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'
	Date of commencement of commercial production	4 <sup>th</sup> November, 2006
	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	N.A.



Financial Performance based on given indicators	<b>Rs. In '000</b>		
	<b>Indicators</b>	<b>2023-24</b>	<b>2022-23</b>
	Total Revenue	2,81,006.22	3,12,721.4
	Total Expenses	2,63,602.44	2,97,435.22
	Profit/(Loss) after Tax	12,989.62	11,418.14
Foreign investments or collaborations, if any	N.A.		
<b>II INFORMATION ABOUT THE APPOINTEE</b>			
Background details	Ms. Ankita Saraswat, aged 33 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.		
Past remuneration	Rs.1,00,000/- p.m.		
Recognition or awards	-		
Job profile and his 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.		
Remuneration proposed	Not exceeding Rs.1,00,000/- p.m		
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.		
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 3,92,438 Equity Shares representing 3.64% 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 26,03,777 (24.13%) shares of the Company and her Grandfather Mr. Santoshkumar Saraswat, Director of the Company holds 12,02,259 (11.14%) Equity shares of the Company. (Shareholding as on 31 March, 2024).		

III OTHER INFORMATION		
	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.
	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.
	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. 5 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.

#### Item No.6:

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations), collectively known as SEBI Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re- enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting or through Postal ballot, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

As currently the Company has a very small room in Authorised Share Capital to consider any equity fund raise, Board of directors of the company in its meeting held on 4<sup>th</sup> September, 2024 proposed to increase the Authorised Share Capital of the Company Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakhs Lakhs) equity Shares Rs. 10/- each to Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs only) Equity Shares of Rs. 10/- each

Consequently, The Board of Directors recommended the approval of members for amendment to the capital clause V in the Memorandum of Association of the Company.

The above-mentioned increase in the Authorised Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members. The Board of Directors recommends the resolution to be passed as Ordinary Resolution(s).

It is requested to note that the draft of the Altered Memorandum of Association of the Company shall be open for inspection of the members at the Registered Office of the Company during 11:00 AM (IST) to 5:00 PM (IST) on all working days (Monday – Friday) (i.e. except Saturday(s), Sunday(s) and Public Holidays) from the date of dispatch of the Notice till the last date for voting.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item nos. 6 above, except to the extent of their shareholding, if any.

#### **Item No.7**

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company. Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 20 Crores (Rupees Twenty Crores Only). The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees. Further, the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1) (a) of the Companies Act, 2013. Hence it shall be necessary to obtain approval for the same from the Shareholders.

The Board of Directors recommend for Shareholders approval through Special resolution. None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

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

**Date: 4<sup>th</sup> September, 2024**

**Registered Office:**

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

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

**ANNEXURE-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, Managing Director and Whole time Director seeking approval for payment of Remuneration, is given below:

<b>Name of Director</b>	<b>Chandresh Saraswat, Managing Director DIN: 01475370</b>	<b>Ankita Saraswat, Whole time Director DIN: 05342198</b>
<b>Date of Birth (Age)</b>	03/04/1966 (58 Years)	28/07/1991 (33 Years)
<b>Date of First Appointment</b>	19/06/2007	28/07/2012
<b>Qualification</b>	B.A., P.G.D.M.	M.B.A
<b>Terms and Conditions of appointment or re-appointment</b>	As per the agreement executed by the Company with him on 7 <sup>th</sup> February, 2022, available for inspection by the Members of the Company.	As per the agreement executed by the Company with her on 7 <sup>th</sup> February, 2022, available for inspection by the Members of the Company
<b>Expertise in Specific functional Areas</b>	Marketing, HR Management, Supply Chain Management.	Marketing & Human Resources Management
<b>Number of shares held in the Company Terms and Conditions of appointment or re-appointment (As on 31.03.2024)</b>	17,35,851 Shares	2,61,625 Shares
<b>Past Remuneration</b>	Rs.2,00,000/- p.m.	Rs. 1,00,000/-p.m.
<b>Remuneration Proposed</b>	Not exceeding Rs.2,00,000/- p.m.	Not exceeding Rs.100,000/- p.m.
<b>List of other Companies in which Directorships are held</b>	Nil	Nil
<b>Memberships/ Chairpersonships of committees of other Board</b>	Nil	Nil
<b>No. of Board Meetings attended during the year 2023-24</b>	6/6	6/6
<b>Relationship with other Directors/Manager and other Key Managerial Personnel</b>	Father of Ms. Ankita Saraswat, Whole time Director and Son of Mr. Santoshkumar Saraswat, Director of the Company.	Daughter of Mr. Chandresh S. Saraswat, Managing Director and granddaughter of Mr. Santoshkumar Saraswat, Director of the Company