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Date: 5th September, 2024

To
BSE Limited
Department of Corporate Services,
P.J. Towers, Dalal Street,
Fort, Mumbai- 400 001

Scrip Code: 531227

Dear Sir/Madam,

SUB: NOTICE OF 35TH ANNUAL GENERAL MEETING (AGM) ALONG WITH E-VOTING PERIOD

This is to inform you that 35th Annual General Meeting (AGM) of Deco Mica Limited will be held on Friday, 27th September, 2024 at 12:20 p.m. through Video Conferencing ("VC") /other Audio Visual Means ("OAVM") to transact the business, as set out in the Notice of AGM.

Notice of Annual General Meeting is attached herewith.

Further as per section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its members facility to cast their vote(s) on the resolution set forth in the notice by electronic means (e-voting) also. The e-voting period commences on Tuesday, 24th September, 2024 (9:00 a.m. IST) and ends on Thursday, 26th September, 2024 (5.00 p.m. IST) (both days inclusive).

During the period, Members may cast their vote electronically.

Kindly take the above on record.

Thanking You.

For Deco Mica Limited



Vijaykumar Agarwal
Managing Director and CEO
DIN: 01869337

NOTICE

NOTICE IS HEREBY GIVEN THAT 35th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE DECO MICA LIMITED (CIN: L20299GJ1988PLC010807) IS SCHEDULED TO BE HELD ON FRIDAY, 27TH SEPTEMBER, 2024 AT 12.20 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESSES

To consider and, if thought fit, to pass, the following resolutions as an **Ordinary Resolutions**:

Ordinary Resolutions:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31 March, 2024.**

"RESLOVED THAT audited Financial Statements of the Company for the financial year ended March 31, 2024 including Audited Balance Sheet as at March, 31, 2024, Statements of Profit and Loss for the year ended and Cash Flow Statements for the year ended on that date along with Independent Auditor's Report thereon and Directors' Report of the Company be and are hereby received, considered, approved and adopted."

2. **To appoint Director Mr. Vishal Vijaybhai Agarwal (DIN: 01763739) who retires by rotation and being eligible, offers himself for re-appointment.**

"RESLOVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Vishal Vijaybhai Agarwal (DIN: 01763739), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

3. **To Change the Designation of Mr. Vikas Vijaybhai Agarwal (DIN: 01763769), Director of the Company**

To Consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions 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), the consent of the Shareholders of the Company be and is hereby accorded to change the designation of Mr. Vikas Agarwal (DIN: 01763769) from "Additional Director" to "Non-Executive Non-Independent Director".

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and thereto.”

4. To Change in Designation of Mr. Vishal Vijaybhai Agarwal (DIN: 01763739), Director and CFO of the Company from Non-Executive Non Independent Director to Executive promoter Non Independent Director, subject to approval of Shareholders of the Company:

To Consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions 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), the consent of the shareholders of the Company be and is hereby accorded to change the designation of Mr. Vishal Agarwal (DIN: 01763739) from “Non-Executive Non-Independent Director” to “Executive Promoter Non-Independent Director”.

RESOLVED FURTHER THAT Managing Director of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and thereto.”

SPECIAL BUSINESSES:

5. To approve the transaction under section 188(1)(f) for giving the remuneration to Mrs. Shraddha V Agarwal over the prescribed limit of Rs. 2,50,000 per month

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution with or without modification:

“**RESOLVED THAT** pursuant to Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Act”) (including any statutory modification(s) or re-enactments thereof for the time being in force), the transaction entered into by the Company with “Head of Design and Digital Strategy”, **Mrs. Shraddha V. Agarwal**, wife of Vishal Vijay Bhai Agarwal, who is the promoter and director of the company, is a related party as per the relevant provisions. She oversees/ handling and assisting in Design Development, Digital Strategy and Managing other critical functions, ensuring the smooth and efficient operation of the company.

RESOLVED FURTHER THAT pursuant to recommendation and approval of the Nomination and Remuneration Committee and Audit committee and pursuant to the relevant provisions dealing with the same the consent of the members be and is hereby accorded for **Mrs. Shraddha V Agarwal**, being related party, to continue to hold an office or place of profit in the company and to increase remuneration from the Rs. 2,50,000 per month upto Rs. 5,00,000 per month and such other perquisites in accordance with the Company rule.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute agreement / amendment and other necessary papers as regards to the amendment of the employment Agreement with Mrs. Shraddha V. Agarwal, and to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc. with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.

SPECIAL RESOLUTION:

6. APPROVAL OF RELATED PARTY TRANSACTIONS:

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 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into arrangements/ transactions/ contracts (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed hereunder with following Related Parties as defined under the Act for purchase/sale of goods, services and/or any other business activities prescribed under section 188 of the Companies Act, 2013, the below mentioned financial years provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof).

(Amount in lakhs)

Name of related party	Maximum Amount of transactions	Financial Year	Type of transactions
a) V.K.A Finance & Investment Co.	Rent, Reimbursement of Municipal Tax and Other Charges: Rs. 4.00/-	2024-25	Leasing Of Property Of Any Kinds

b) Salasar Laminates Limited.	Sales of Goods: Rs. 600.00/-	Purchases of goods: Rs. 800.00/-	2024-25	Sale, purchase or supply of any goods or materials;
c) Heritage Board Limited.	Sales of Goods: Rs. 250.00/-	Purchases of goods: Rs. 50.00/-	2024-25	Sale, Purchase Or Supply Of Any Goods Or Materials
d) Hidesign Innovation	Sales of Goods: Rs. 1500.00/-	Purchases of goods: Rs. 200.00 /-	2024-25	Sale, Purchase Or Supply Of Any Goods Or Materials
e) Krishna Décor Private Limited.	Reimbursement of Rent, Municipal Tax and Other Charges: Rs. 2.00/-		2024-25	Leasing Of Property Of Any Kind
f) Megasol Global Santej	Sales of Goods: Rs. 10.00/-	Purchases of goods: Rs. 100.00/-	2024-25	Sale, Purchase Or Supply of Any Goods Or Materials
g) Heritage Laminates Private Limited	Sales of Goods: Rs. 1000.00/-		2024-25	Sale, Purchase Or Supply Of Any Goods Or Materials
h) Heritage Industries Private Limited	Reimbursement of Rent, Municipal Tax and Other Charges: Rs. 2.00/-		2024-25	Leasing of Property of Any Kind
i) Vishal V Agarwal	Rent, Reimbursement of Municipal Tax and Other Charges: Rs. 4.00/-		2024-25	Leasing of Property of Any Kind
j) Vikas V Agarwal	Rent, Reimbursement of Municipal Tax and Other Charges: Rs. 4.00/-		2024-25	Leasing of Property of Any Kind

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized, on behalf of the Company, to negotiate and finalize other terms and conditions and to do all such acts, deeds

and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution.”

7. APPROVAL OF THE RE-APPOINTMENT OF MR. VIJAY KUMAR DINDAYAL AGARWAL (DIN : 01869337) AS MANAGING DIRECTOR OF THE COMPANY WHO HAS ATTAINED THE AGE OF 70 YEARS.

To Consider and, if thought, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of **Sections 196, 196(3), 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V** thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of **MR. VIJAY KUMAR DINDAYAL AGARWAL (DIN : 01869337) as Managing Director** of the Company who has attained the age of 70 years, for a period of 5 years commencing from 01st April,2024 at a remuneration not exceeding Rs. 100 lacs Per Annum and other perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time AND THAT he shall not be liable to retire by rotation, on the terms and conditions including payment of remuneration as contained in the draft amendment to service/employment agreement laid before this meeting and initiated by the Chairman for the purpose of identification with liberty and authority to the Board of Directors to revise the remuneration every year and/or alter and vary the terms and conditions within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time;

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute agreement / amendment and other necessary papers as regards to the amendment of the Service Agreement of **Mr. VIJAY KUMAR DINDAYAL AGARWAL**, Managing Director of the Company and to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM . However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13,2020 , the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.decomicaltd.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) i.e. www.evoting.nsdl.com.
3. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/ 2020 dated April 08,2020 and MCA Circular No. 17/2020 date April 13, 2020 , MCA Circular No. 20/2020 dated May 05,2020 and MCA Circular No. 2/2021 dated January 13,2021.
4. In compliance with all applicable provisions of the Companies Act, 2013 and Rules made thereunder and the General Circular Nos. - 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020 and 10/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs ("MCA") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, issued by the Securities and Exchange Board of India ("SEBI") (Hereinafter collectively referred to as "the Circulars") permitting the holding of the AGMs, through VC/OAVM, without the physical presence of the Members at a common venue.
5. Members are requested to advise immediately any change in their address to the Company.
6. Since this EGM is being held through VC/OAVM, the physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of the Proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice.
7. Member Register and Share Transfer books shall remain closed from 21.09.2024 to 27.09.2024 (both days inclusive).

8. Members may avail of the facility of nomination in terms of section 72 of the Companies Act, 2013 by nominating any person to whom their shares in the Company shall vest on occurrence of events stated in Form SH-13. Form SH-13 is to be submitted in duplicates to MCS Share Transfer Agent Private Limited, Registrar and Share transfer Agent (RTA) of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
9. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. In line with the 'Green Initiative in the Corporate Governance' launched by the ministry of Corporate affairs, Electronic Copy of the Notice of Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy Form are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) and have given their positive consent to receive the same through electronic means. Members other than above, physical copies of the Notice of the Extra Ordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-voting along with attendance slip and Proxy Form are being sent in the permitted mode.
11. Non Resident Indian members are requested to inform MCS Share Transfer Agent Limited / respective DPs, immediately of :
 - a) Change in their residential status on return to India for permanent settlement
 - b) 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
12. Members may also note that the notice of Annual General Meeting will also be available on the Company's website www.decomicaltd.com
13. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

14. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on 24th September, 2024 at 9.00 A.M. and ends on 26th September, 2024 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “**Two Steps**” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="678 426 1370 961">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="678 1003 1370 1192">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="678 1234 1370 1812">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>4. Shareholders//Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client is 12***** then your User ID is 300****12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001**** and EVEN is 101456 then user ID is 101456001*****

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password

- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

- ii. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to govilrathi@outlook.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- iii. case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sachin Kareliya at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@heritagesurfaces.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 cs@heritagesurfaces.com. If you are an Individual shareholders holding securities

in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@heritagesurfaces.com. The same will be replied by the company suitably.

**For & On Behalf of the Board of
Directors
For, Deco Mica Limited**

**Place: Ahmedabad
Date: 24.08.2024**

**Sd/-
Vishal Vijay Bhai Agarwal
Director and CFO
DIN: 01763739**

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

Item No. 2 & 3:

Mr. Vishal Agarwal (DIN:01763739) is Director of the Company. He retires by rotation, and being eligible, has offered himself for re-appointment. and), the consent of the Shareholders of the Company be and is hereby accorded to change the designation of Mr. Vikas Agarwal (DIN: 01763769) from “Additional Director” to “Non-Executive Non-Independent Director”.

Additional information on Director recommended for re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards 2 as prescribed by the Institute of Company.

Annexure to item No. 2 & 3

Details of Director seeking appointment / Reappointment at the Forthcoming Annual General Meeting (in pursuance of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Sr. No.	Particulars	Mr. Vishal Agarwal	Mr. Vikas Agarwal
1	DIN	01763739	01763769
2	Date of Birth	08.08.1978	28.08.1976
3	Date of First Appointment	08.11.2008	13.02.2018
4	Qualifications:	MAIBM London	B.com
5	Directorship in other Companies/LLP:	<ul style="list-style-type: none">i. Kavery Laminart Private Limitedii. Krishna Decor Private Limitediii. Heritage Laminates Private Limitediv. Salasar Laminates Limitedv. Heritage Ply Board Private Limitedvi. Heritage Industries Private Limitedvii. Salasar Agropanel Private Limited	<ul style="list-style-type: none">1. Kavery Laminart Private Limited2. Krishna Décor Private Limited3. Heritage Laminates Private Limited4. Salasar Laminates Limited5. Heritage Ply Board Private Limited6. Heritage Industries Private Limited

		viii. Heritage Board Limited ix. Heritage Decorative Surfaces LLP	7. Salasar Agropanel Private Limited 8. Heritage Board Limited 9. Heritage Decorative Surfaces LLP 10. Shree Salasar Décor Private Limited
6	No. of Board Meetings attended during the Financial Year 2023-24	7	7
7	No. of Shares as on 31.03.2024:	1,38,300	1,67,800
8	Relations between directors inter-se	Family	Family

Item No. 5:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company.

"Head of Design and Digital Strategy **Mrs. Shraddha V. Agarwal**, wife of Vishal Vijay Bhai Agarwal, who is the promoter and director of the company, is a related party as per the relevant provisions, were appointed as officers and holding a place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), at a monthly salary from Rs. 2,50,000 per month upto Rs. 5,00,000 per month. The said approval allowed a total Salary of Rs. 60,00,000 per annum; and further required, the Company to seek fresh approval of the members of the Company in the event of increase in salary in excess of the aforesaid limit.

In terms of Sections 188(1)(f) of the Companies Act, 2013 read with applicable rules and as per the recommendation and approval of Nomination and Remuneration Committee and Audit Committee, for enhancement in prescribed limit of Salary payable to **Mrs. Shraddha V Agarwal** as she oversees/handling and assisting in Design Development, Digital Strategy and Managing other critical functions, ensuring the smooth and efficient operation of the company associated with the Company from the last few years and meanwhile gave her best for its immense growth.

Her present roles are crucial to provide impetus to the expanding of the Business of the Company. Considering their qualification, experience and present role prescribed limit of Companies Act is not commensurate, hence requires approval of the shareholders.

Your Directors recommend passing of this resolution by way of A Ordinary resolution.

Item no. 6

APPROVAL OF RELATED PARTY TRANSACTIONS:

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 12th February, 2024 has approved a proposal for entering into following related party transactions:

Name of Related Party	1. V.K.A Finance & Investment Co. 2. Salasar Laminates Limited. 3. Heritage Board Limited. 4. Hidesign Innovation 5. Krishna Décor Private Limited. 6. Megasol Global Santej 7. Heritage Lamiantes Private Limited – BLR 10.Heritage Lamiantes Private Limited –DEL 11.Heritage Industries Private Limited
Name of Related Director or KMP	Shri Vijaykumar D. Agarwal, Shri Vishal V Agarwal, Shri Vikas V Agarwal
Nature of relationship	Entities Controlled By Directors/ Relative Of Directors
Material terms, monetary value and particulars of the contract or arrangement;	The transaction between the parties will be in the nature of purchase/sale of goods, services and/or any other business activities prescribed under section 188 of the Companies Act, 2013. The amount of the transactions shall be as stated in the resolution and the same has to be paid as per the terms agreed by both the parties.
The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing will be commensurate with the market value of the goods and shall be at arm's length.

Any other information relevant or important for the members to take a decision on the proposed resolution	N.A
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The transaction is Related Party Transaction and in terms of Section 188 of the Companies Act, 2013 and regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable rules there under prior approval of the Shareholders by way of Special Resolution is required.

Except as mentioned above, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice.

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

ITEM NO.: 7

APPROVAL OF THE RE-APPOINTMENT OF MR. VIJAY KUMAR DINDAYAL AGARWAL (DIN : 01869337) AS MANAGING DIRECTOR OF THE COMPANY WHO HAS ATTAINED THE AGE OF 70 YEARS.

The Board of Directors on the recommendation of Nomination and Remuneration Committee to appoint Mr. Vijaykumar Agrawal (DIN: 01869337) by way of passing the Special Resolution for approval of the Members of the Company who has already attained the age of 70 years, as Managing Director of the Company for a period of five years w.e.f. 01st April,2024 and will continue to be the Managing Director of the Company of DECO MICA LIMITED that he shall not be liable to retire by rotation. And any Director on the behalf of the Company execute amendment to service/employment agreements including the terms of remuneration as per the applicable provisions of section 197, 198 read with Schedule V of Companies Act, 2013 entered with Mr. VIJAY KUMAR DINDAYAL AGARWAL

Mr. VIJAY KUMAR DINDAYAL AGARWAL (DIN: 01869337) being Managing Director of the Company and having vast and expertise knowledge of the industry, it is essential to retain him in the Board of the Directors of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. VIJAY KUMAR DINDAYAL AGARWAL (DIN: 01869337) as Managing Director of the Company of the Company.

**For & On Behalf of the Board of Directors
Of Deco Mica Limited**

**Sd/-
Vishal Vijay Bhai Agarwal
Director and CFO
DIN: 01763739**

**Place: Ahmedabad
Date: 24.08.2024**