



**YUG DECOR LIMITED**

Date: 11<sup>th</sup> September, 2020

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

Dear Sir/ Madam,

**Script Code: 540550      Security ID: YUG**

**Sub: Scrutinizer Report**

Please find attached Scrutinizer Report dated 11<sup>th</sup> September, 2020 as required under Section 108 & Section 109 of the Companies Act 2013 r.w. Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as received from Mr. Mukesh Pamnani, Proprietor of M/s Mukesh Pamnani & Associates Company Secretaries, Ahmedabad who acted as a Scrutinizer for the 17<sup>th</sup> Annual General Meeting held on Friday, 11<sup>th</sup> September, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Kindly take the same on record.

Thanking You,

For, Yug Decor Limited

*Barkha*



**Barkha C. Lakhani**  
**Company Secretary & Compliance Officer**  
**Membership No.: A56854**



# **MUKESH PAMNANI & ASSOCIATES**

## **COMPANY SECRETARIES**

B-423, Sumel-6, Dudheshwar Road,  
Shahibaug, Ahmedabad-380004.  
(M) +9199243 73469  
Email : mukeshpamnani23@gmail.com

**Form No. MGT 13**

### **COMBINED SCRUTINIZER'S REPORT**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,  
**The Chairman,**  
**YUG DECOR LIMITED**  
709-714, Sakar- V,  
B/h Natraj Cinema,  
Ashram Road,  
Ahmedabad – 380009

**Re: 17<sup>th</sup> Annual General Meeting of the Equity Shareholders of Yug Decor Limited Held on Friday, the 11<sup>th</sup> of September, 2020 commenced at 12:20 noon through at Video Conferencing (VC) / Other Audio Visual Means (OAVM).**

Dear Sir,

I **Mukesh Pamnani, Proprietor of M/s Mukesh Pamnani & Associates**, Practising Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing the remote E-voting process and e-voting for the business to be transacted at the 17<sup>th</sup> Annual General Meeting the (“AGM”) of Yug Decor Limited vide its Board Meeting held on 8<sup>th</sup> August, 2020 pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration Rules), 2014 on the resolutions contained in the Notice to the 17<sup>th</sup> Annual General Meeting of the Equity Shareholders of Yug Decor Limited, held today on Friday, the 11<sup>th</sup> September, 2020 commenced at 12:20 noon through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue, in compliance with the General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 5<sup>th</sup> May 2020, respectively, issued by the Ministry of Corporate Affairs (‘MCA Circulars’) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 issued by the Securities and Exchange Board of India (‘SEBI Circular’) and as per the applicable provisions of the Companies Act, 2013 (‘the Act’) read with rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).



The MCA Circulars provides for relaxation to companies to hold its AGM through VC / OAVM including the manner of voting at the meeting, which was warranted on account of the outbreak of COVID- 19 pandemic.

**I hereby submit my report as under:**

1. Pursuant to the MCA and SEBI Circulars, the Notice of the 17<sup>th</sup> Annual General Meeting along with the Annual Report for the year 2019-20 was sent in electronic form only to those shareholders whose email address are registered with the Company/ Depositories. The Notice calling the 17<sup>th</sup> AGM had been uploaded on the website of the Company at [www.yugdecor.com](http://www.yugdecor.com). The Notice can be accessed from the website of the Stock Exchanges i.e., BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) and is also available on the website of Central Depository (India) Limited ("CDSL") (agency for providing the Remote e-Voting facility) at [www.evotingindia.com](http://www.evotingindia.com).
2. The Company published two newspaper advertisements before and after the Notice calling the 17<sup>th</sup> AGM along with the Board's Report for the year 2019-20 was sent to the shareholders via electronic mode pursuant to the MCA and SEBI Circulars. The advertisements were published on 10<sup>th</sup> August, 2020 and 19<sup>th</sup> August, 2020 respectively in 'Free Press Gujarat' in English and in 'Lokmitra' in Gujarati (Regional Language).
3. Since this AGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with, accordingly, in terms of the above-mentioned MCA and SEBI Circulars, the facility for appointment of proxies by the Members were also dispensed with. Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. As there was no physical presence of the shareholders no voting was allowed through ballot papers or any other means for the meeting.
5. The shareholders of the Company holding shares as on the "cut off" date 4<sup>th</sup> September, 2020, were entitled to vote on the proposed resolutions as set out in item Nos., 1 to 4 in the Notice of the 17<sup>th</sup> AGM of Yug Decor Limited.
6. The shareholders were allowed to vote during the e-voting period which commenced from 9.00 A.M. on Tuesday, the 8<sup>th</sup> September, 2020 and ended on 5.00 P.M. on Thursday, the 10<sup>th</sup> September, 2020. Further the shareholders who did not cast their votes during the e-voting period, were also allowed to vote during the meeting hours and upto 15 minutes after the conclusion of the meeting.
7. **Management's Responsibility:**  
The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The



Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

**8. Scrutinizer's Responsibility:**

My responsibility as a Scrutinizer for e-voting process i.e. remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the evoting system provided by M/s. Central Depository (India) Limited ("CDSL") authorized under the Rules and engaged by the Company to provide e-voting facility and attended papers/documents furnished to me electronically by the company and/or CDSL for my verification.

9. The votes casted through e-voting were unblocked by me on Friday 11<sup>th</sup> September, 2020 in presence of Ms. Riddhi Khaneja and Mr. Amit Parmar who were not in the employment of the Company.

10. The summary of the e-voting is given below:

**a) Resolution: Ordinary Resolution for Adoption of Audited Financial Statements for F.Y. 2019-20.**

i. Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	67	35,87,933	100%
E-voting	-	-	-
Total	67	35,87,933	100%

ii. Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	<b>NIL</b>		
E-voting			
Total			

iii. **Invalid votes:**

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	<b>NIL</b>		
E-voting			
Total			



**b) Resolution: Ordinary Resolution for declaration of a Final Dividend of Rs. 1.4/- per equity share of Rs.10/- each for the financial year ended 31st March, 2020.**

**i. Voted in favour of the resolution:**

Type of voting	Number of members voted	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	67	35,87,933	100%
E-voting	-	-	-
Total	67	35,87,933	100%

**ii. Voted against the resolution:**

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	<b>NIL</b>		
E-voting			
Total			

**iii. Invalid votes:**

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	<b>NIL</b>		
E-voting			
Total			

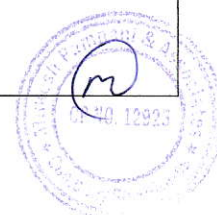
**c) Resolution: To appoint a director in place of Mr. Santosh Kumar Saraswat (DIN: 00236008), Non-Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment**

**i. Voted in favour of the resolution:**

Type of voting	Number of members voted	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	65	28,03,237	100
E-voting	-	-	-
Total	65	28,03,237	100

**ii. Voted against the resolution:**

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	<b>NIL</b>		
E-voting			
Total			



iii. **Invalid votes:**

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting		NIL	
E-voting			
Total			

d) **Resolution: Ordinary Resolution for appointment of Ms. Zarna Shah (DIN: 08805309) as the Independent Director of the Company.**

i. Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	65	35,79,933	100
E-voting	-	-	-
Total	65	35,79,933	100

ii. Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting		NIL	
E-voting			
Total			

iii. **Invalid votes:**

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting		NIL	
E-voting			
Total			

11. Since the total votes polled in favour is 100% (Approximately), you may declare all the above resolutions set forth as an Ordinary Resolution as passed.

**Yours faithfully,**

**For Mukesh Pamnani & Associates**

  
Mukesh Pamnani, Proprietor


M. No: 10166, CP No: 12925

Date: 11<sup>th</sup> September, 2020

Place: Ahmedabad



**In presence of:**

Ms. Riddhi Khaneja: 

Mr. Amit Parmar: 