



**YUG DECOR LIMITED**

**Date :- 23<sup>rd</sup> August, 2018**

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

Dear Sir/ Madam,

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

**Sub:- Intimation of 15<sup>th</sup> Annual General Meeting under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015.**

In Compliance with the provisions of Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015, please find enclosed herewith Notice of 15<sup>th</sup> Annual General Meeting of the Members of the Company, scheduled to be held on Thursday 30<sup>th</sup> August, 2018 at 11:00 A.M. at the registered office situated at 709-714, Sakar- V, B/h Natraj Cinema, Ashram road, Ahmedabad- 380 009.

This for your information and record.

Thanking you,

For, Yug Decor Limited

*Dashang Khatri*



**Dashang Manharlal Khatri**  
**(Company Secretary & Compliance Officer)**  
**Membership No. A47946**

**Encl: As Above**

## NOTICE

### 15TH ANNUAL GENERAL MEETING



NOTICE is hereby given that the 15<sup>th</sup> Annual General Meeting of the members of **YUG DECOR LIMITED** (Formerly known as Yug Decor Pvt. Ltd.) will be held on Thursday, 30<sup>th</sup> day of August, 2018 at 11:00 A.M. at the Registered Office of the Company, situated at 709-714, Sakar- V, B/h Natraj Cinema, Ashram Road, Ahmedabad- 380 009, Gujarat, India to transact the following business.

#### ORDINARY BUSINESS :-

**1. ADOPTION OF FINANCIAL STATEMENTS :-**

To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2018 together with the Report of Board of Directors and Report of Auditors thereon.

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

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

**3. RATIFICATION OF APPOINTMENT OF 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 Section 139 and any other applicable provision of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. P.D. GOINKA & Co., Chartered Accountants, Ahmedabad (FRN: 103260W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 16<sup>th</sup> Annual General Meeting (AGM), at such remuneration as may be mutually agreed upon and fixed by the board of Directors of the Company .

#### SPECIAL BUSINESS :-

**4. TO APPOINT MR. SUNIL THAKORE (DIN:- 08013740) AS AN INDEPENDENT DIRECTOR OF THE COMPANY :**

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 Section 149, 152 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) re-enactment thereof for the time being in force), and any other applicable provisions, Mr. Sunil Thakore (DIN: 08013740), who has been appointed as an Additional Director in the meeting of the Board of Directors held on 12<sup>th</sup> February, 2018 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Sunil Thakore DIN: 08013740) as a candidature for the office of the Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 1 (One) years w.e.f 1<sup>st</sup> September, 2018, and whose office shall not be liable to retire by rotation”

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

Sd/-

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

Address : Flat No. 7, Abhikram,  
27, Inkilab Society, Gulbai Tekra, Ahmedabad - 380 015.

Date : 28/07/2018  
Place : Ahmedabad

## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under Item no 4 of the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
3. If a Proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
4. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Chandresh Saraswat (DIN:- 01475370) retires by rotation at forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.
7. The relevant documents referred in the notice will be available for inspection by the members at the registered office of the Company during business hours on any working day (except Saturdays, Sundays & Public Holidays)
8. Register of Members and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> August, 2018 to 30<sup>th</sup> August, 2018. (Both days inclusive).
9. The record date for the purpose of determining the eligibility of the Members to attend the 15<sup>th</sup> Annual General Meeting of Company will be 23<sup>rd</sup> August, 2018.
10. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days during business hours prior to date of Annual General Meeting.
11. The Notice of 15<sup>th</sup> Annual General Meeting and the Annual Report 2017-18 of the Company, circulated to the members of the Company, will be made available on the Company's website at [www.yugdecor.com](http://www.yugdecor.com).
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. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agent.



15. 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.
16. 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.
17. Non-Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of :
  - i. Change in their residential status on return to India for permanent settlement.
  - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.
19. 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.
20. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronic holding with the Depository through their concerned Depository Participants.

**IMPORTANT COMMUNICATION TO MEMBERS**

Pursuant to Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and under regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) 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 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.**

21. The Instructions for shareholders voting electronically are as under :
  - (i) The voting period begins on 27<sup>th</sup> August, 2018 and ends on 29<sup>th</sup> August, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> August, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

| For Members holding shares in Demat Form and Physical Form |   |
|--|---|
| PAN  | Enter your 10 digit alpha - numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul> |
| Dividend Bank Details<br><b>OR</b><br>Date of Birth (DOB)  | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>                 |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <YUG DECOR LTD.> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## ANNEXURE TO NOTICE

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

#### Item No. 4 :-

As regards re-appointment of Mr. Sunil Thakore referred to in to in item no. 4 of the Notice, the following disclosures are made for the information of the shareholders:

Mr. Sunil Thakore ( Born on 11<sup>th</sup> June, 1958) graduated in Commerce and also in the field of Law. He is a General Manager of M/s. Purbanchal Laminates having more than 25 years of experience in the field of Ply & Laminates.

He is not holding any directorship in other companies. He has not been holding any shares in the Company as on 31<sup>st</sup> March, 2018. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. He is not related to any directors or Key Managerial Personnel.

None of the Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of their respective shareholding in the Company.

The Directors recommend this resolution to be passed as an Ordinary Resolution.

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

Sd/-

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

Address : Flat No. 7, Abhikram,  
27, Inkilab Society, Gulbai Tekra, Ahmedabad - 380 015.

Date : 28/07/2018  
Place : Ahmedabad

#### Details of the Directors seeking Appointment /Re-Appointment in the 15th Annual General Meeting of the Company pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

##### 1. Mr. Chandresh Saraswat - Managing Director

|   |   |
|---|---|
| Name of Director  | <b>Chandresh Saraswat</b><br><b>DIN :- 01475370</b> |
| Date of Birth   | 03/04/1966  |
| Date of Appointment                                     | 19/06/2007  |
| Qualification   | B.A.  |
| Expertise in Specific functional areas                  | Marketing & Management                              |
| Number of shares held in the Company (As on 31.03.2018) | 7,96,051  |
| List of other Companies in which Directorships are held | NIL   |
| Memberships/Chairpersonships of committees of Board     | NIL   |

## YUG DECOR LIMITED

[Formerly known as Yug Decor Pvt. Ltd.]  
CIN: L24295GJ2003PLC042531



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

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

I/We hereby record my/our presence at the 15th Annual General Meeting of the Company held at Registered Office 709-714, Sakar-V, B/h. Natraj Cinema, Ashram Road, Ahmedabad - 380 009, Gujarat, India on Thursday, 30th August, 2018 at 11:00 A.M.

**Folio No. / Client ID / DPID No. :** \_\_\_\_\_

**Permanent Account Number :** \_\_\_\_\_

**Full Name of the Shareholder :** \_\_\_\_\_

**Signature :** \_\_\_\_\_

**Full Name of Proxy :** \_\_\_\_\_

**Signature :** \_\_\_\_\_

(To be filled in if the Proxy attends instead of the Member)



## YUG DECOR LIMITED

[Formerly known as Yug Decor Pvt. Ltd.]

CIN: L24295GJ2003PLC042531



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

### 15th Annual General Meeting – 30th August, 2018

Form No. MGT-11

#### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email: \_\_\_\_\_

Folio No./Client ID: \_\_\_\_\_

DP ID: \_\_\_\_\_

I/ We, being the Member(s) of \_\_\_\_\_ Shares of the Yug Decor Limited, hereby appoint

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email: \_\_\_\_\_

Signature: \_\_\_\_\_

**or failing him / her**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email: \_\_\_\_\_

Signature: \_\_\_\_\_

**or failing him / her**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 15th Annual General Meeting of the Company, to be held on 30th August, 2018 at 11:00 A.M. at 709-714, Sakar-V, B/h Natraj Cinema, Ashram Road, Ahmedabad - 380 009, Gujarat, India and at any adjournment thereof :

| Sr. No. | Resolutions   | Optional* |         |
|---------|---|-----------|---------|
|         |   | For       | Against |
| 1.      | To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended at March 31, 2018 together with the Report of Board of Directors and Report of Auditor thereon (Ordinary resolution)   |           |         |
| 2.      | To appoint a director in place of Mr. Chandresh Saraswat (DIN:- 01475370), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary resolution)   |           |         |
| 3.      | To reappoint M/s. P. D. GOINKA & Co., Chartered Accountants, Ahmedabad; Statutory Auditors of the Company to hold office from the conclusion of 15 <sup>th</sup> AGM until the conclusion of the 16 <sup>th</sup> AGM and to fix their remuneration, if any.(Ordinary resolution) |           |         |
| 4.      | To appoint Mr. Sunil Thakore (DIN:- 08013740) as an Independent Director of the Company: (ordinary resolution)  |           |         |

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2018

\_\_\_\_\_  
Signature of the Member

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

Affix  
Rs. 1/-  
Revenue  
Stamp

#### Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \*This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.

### Route Map of the Venue of the AGM



Landline No. : 079 26580920 / 48955109