



Yug Chale Yugo Tak

ANNUAL REPORT  
**2023-24**



### YUG-COL ULTRA

It gives excellent bonding strength to wood joining. Its bond exhibits an outstanding heat and water resistant. It gives best performance on hot press application.

### YUG-COL WATER RESISTANT

It is ideal for area exposed to moisture and humidity like bathrooms, kitchens, ship building and coastal areas.

### YUG-COL WOOD GLUE

It is used for all wood-working / furniture industry, plywood industry, handicraft industry, textile industry, paper and paper products.

### BISON BOND

It is used in wood-working / furniture industry, handicraft industry, paper and paper products, textile industry and other allied industries and also for domestic household applications.



## PREMIUM RANGE ADHESIVES



### HEATPROOF ADHESIVE HEATPRO+ HEATPROOF ADHESIVE

#### Ideal for Vertical Lamination

Type of Adhesive - Synthetic Rubber Based Adhesive

Type of Industry - Furniture Industry and Footwear Industry

Usage - Fixing Laminate Sheets to Wood and Other Surfaces

**NON - STAINING | QUICK DRYING | GOOD COVERAGE**





# ANNUAL REPORT 2023-24

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## FOUNDER'S MESSAGE

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Dear valued member,

It will take immense pride and privilege to pen down and present before you 21st Annual Report of Yug Decor Limited.

The manufacturing sector stands at a critical crossroads in today's global landscape. To thrive amidst rapid technological advancements, shifting consumer demands, and growing environmental concerns, it is imperative for the industry to embrace business model innovation. Reimagining and reshaping manufacturing operations is essential for ensuring sustainable growth and long-term resilience. Also, new global supply chain ecosystems are emerging, with India playing a pivotal role. This transformation is driven by substantial capital investments in manufacturing and supply chain operations, as well as efforts to

build robust ecosystem integration with partners. These developments are expected to influence global growth patterns in the coming years.

In today's fast-paced world, we take immense pride in celebrating over two decades of success in the industry. Throughout this year, we have experienced substantial growth, strengthening our core business and expanding our market presence. Our consistent efforts and dedication have led to impressive growth for the year 2023-24. Our strategic initiatives have enhanced our overall performance in several key areas, including customer experience, product innovation, quality, and employee engagement. A notable development is the introduction of our new Plywood product line, which we anticipate will significantly contribute to our revenue and business expansion. Your company is committed to integrating this new product line with our existing offerings while maximizing our competitive advantage. By managing costs judiciously, we are well-positioned to seize future opportunities and continue our trajectory of growth.

At YUG, we are committed to creating value for all our stakeholders by ensuring that our corporate actions positively impact socio-economic and environmental dimensions, fostering sustainable growth and development for the greater good. In alignment with this commitment, we are pleased to announce that the Interim Dividend and the Rights Issue of Equity Shares for FY 2023-24 have been successfully approved, issued, and allotted. This Rights Issue was executed at a ratio of 1:2, reflecting our gratitude for your continued patience and support. These actions are part of our broader strategy to enhance long-term value for the Company and its stakeholders.

As always, I would like to extend my heartfelt gratitude to the Board for their steadfast guidance. A sincere thank you to our staff and workers for their disciplined determination, and to our stakeholders, customers, bankers, suppliers, and government authorities for their unwavering support. We deeply value your contributions and look forward to your continued support in our future endeavors. Wishing you all continued safety and good health.

Warm Regards,

A handwritten signature in blue ink, appearing to read 'Santoshkumar R. Saraswat'.

Santoshkumar R. Saraswat  
Founder & Director



## OVERVIEW

# 21

## Years of Excellence



Yug Decor Limited is a young and dynamic organization manufacturing different kind of adhesives synthetic binders, synthetic rubber adhesives, synthetic resin adhesives, natural rubber adhesives, footwear adhesives under the brand name of 'Yug-Col'.

*Yug  
Designs*

The company leads the vision being the forerunner of inspiring decor and partnering with consumers to transform their living space through an interior design book of interior designers and architects, which can help them in either hiring their services or getting inspiration from them about their design concept. This concept is being presented under the brand name of 'Yug-Designs'.

## INFRASTRUCTURE & MANUFACTURING UNIT

### INFRASTRUCTURE :

Yug Decor Limited - Registered Office is located in Ahmedabad, Gujarat.

### MANUFACTURING UNIT :

Our manufacturing facility is located in SANTEJ, near Ahmedabad, Western India and is equipped with Hi Tech process and Quality Control equipments.

We are confident of maintaining our record of past achievement in newer areas with innovative solutions for our customers, by thoroughly understanding the specific applications and carefully engineering the product to suit them.



## VISION MISSION AND VALUES

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### OUR VISION

We are committed to producing high quality products and providing high quality service thus setting high industry standards for other competitors.



### OUR MISSION

Actively partner with our customers to provide innovative and sustainable technical solutions to help them increase productivity, reduce costs and minimize risks.



### OUR VALUES

It is a continuous learning organization, and believes in sharing knowledge.  
Focus on customer's need.  
Provide quality products and services.  
Conduct business with integrity and fairness.  
Continually train our employees and improve our processes.  
Reward employees on merit and promote teamwork.  
Maintain safe and healthy working environment.

## ETHICAL AND SOCIAL RESPONSIBILITY

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### Society in General

We recognize its responsibility towards society and obligations towards environment protection. It treats this at par with concern management practices in accordance with government regulation and international practices.

### Employees

Ethical responsibility towards employees shall be discharged on the following guidelines

- Uphold egalitarian values at work
- High concern for health and family life
- Balance between work and family life
- Provide growth opportunities by enhancing knowledge and training

### Government

We believe that the regulations implemented by the Government are in the best interest of the country and therefore we will fulfill our obligation towards the nation by Abiding by the law of the land paying taxes and dues fully timely and honest.

### Business Associates

We believe in nurturing relationship with customers, vendors bankers, shareholders, creditors, channel partners, etc. based on partnership and win-win approach.

### Quality Policy

Our Company strives to develop products through extensive Research Development teamwork and leadership efforts with a common goal of achieving TOTAL CUSTOMER SATISFACTION. Sharing in line with the above belief and commitment we shall endeavor:

To create value for customers , employees and shareholders by producing quality products at the lowest cost by employing standard operational procedure and continuous improvement techniques.

# BRANDS & PRODUCTS



Yug Chale Yugo Tak

## SYNTHETIC RESIN ADHESIVES



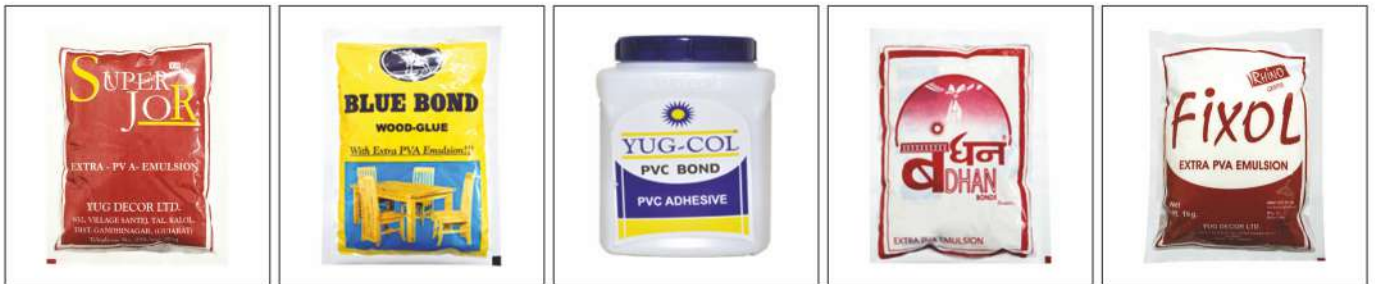
YUG-COL ULTRA

YUG-COL WATER RESISTANT

YUG-COL WOOD GLUE

GOOD BOND

BISON BOND



SUPER JOR

BLUE BOND

PVC BOND

BANDHAN BOND

FIXOL

## SYNTHETIC RUBBER ADHESIVES



SR-99

SR-55

SR-44

SPRAY ADHESIVE

HEATPRO+

## FOOTWEAR ADHESIVES



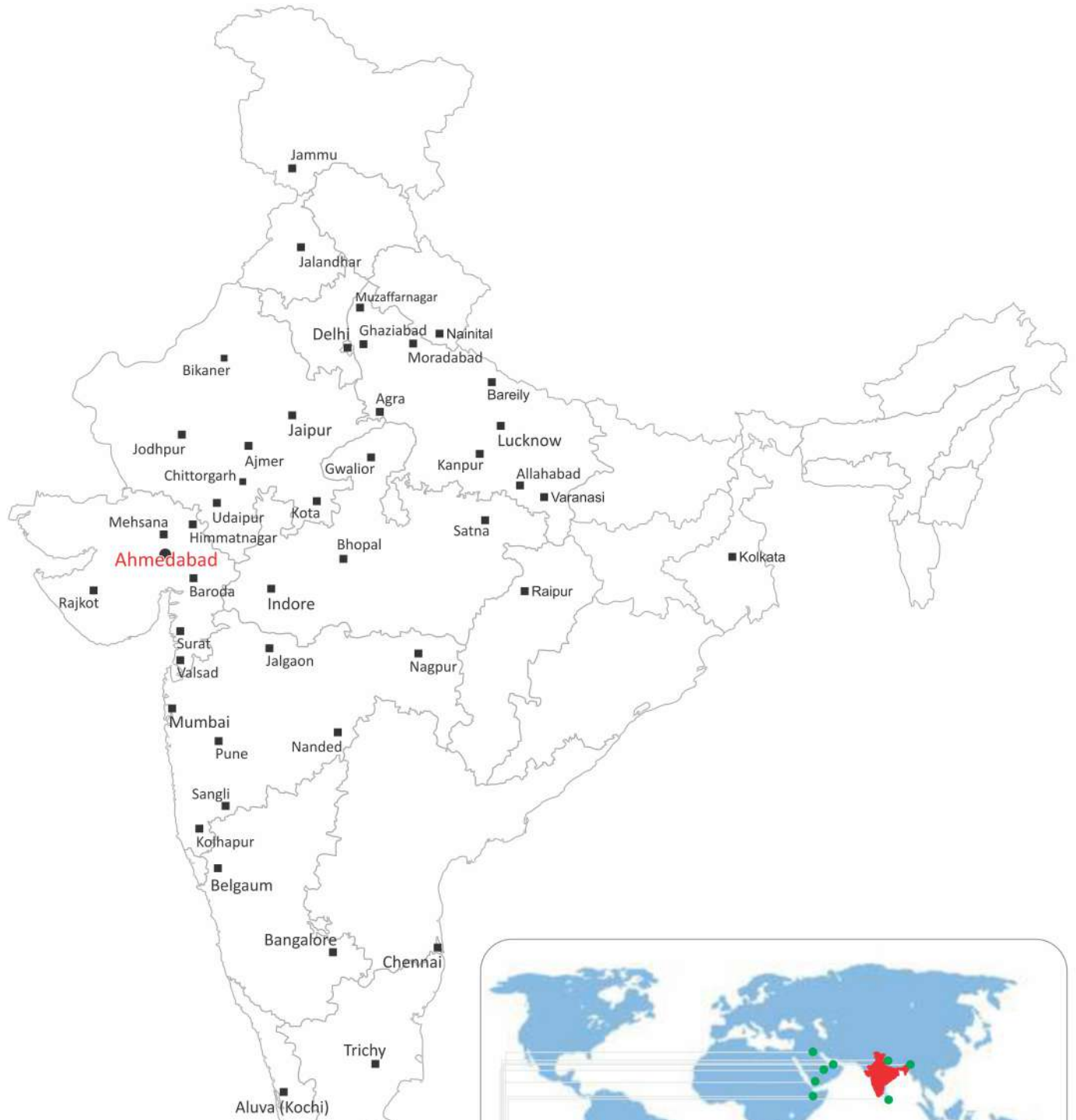
PU-2032

PU-2012

PU-2009

NR-107

## OUR PRESENCE



Overseas Network

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

<b>Mr. Chandresh S. Saraswat (DIN: 01475370)</b>	Chairman & Managing Director
<b>Ms. Ankita Chandresh Saraswat (DIN: 05342198)</b>	Whole Time Director
<b>Mr. Santosh Kumar Saraswat (DIN: 00236008)</b>	Non-Executive Director
<b>Mr. Abhay Rameshchandra Shrivastava (DIN: 07719944)</b>	Independent Director
<b>Mr. Rajesh G. Shah (DIN: 09254647)</b>	Independent Director



**Mr. Chandresh S. Saraswat**  
Chairman & Managing Director

Educational Qualification : B.A, P.G.D.M.

**Mr. Chandresh Santosh Kumar 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 37 years of experience in the field of marketing with the different companies engaged in the business of timber, ply-boards and FMCG. He joined Yug Decor Limited in the year 2007 as Managing Director of the company. He is the driving force for the uninterrupted growth and reputation of the company. He looks after the overall management, procurement of raw material, marketing, production and sales of products of the company.



**Ms. Ankita Chandresh Saraswat**  
Whole-Time Director

Educational Qualification : M.B.A

**Ms. Ankita Chandresh Saraswat**, aged 33 years, is the Whole-Time Director of the Company. She has completed her M.B.A from Amity University, in the stream of Marketing and Human Resources. She joined Yug Decor Limited and taking utmost care of human resource activities in the organization. With her management skills, she manages the brand of the Company as well as she generates the new customers and maintain the relationship with old customers of the Company.



**Mr. Santosh Kumar Saraswat**

Non Executive Director

Educational Qualification : Diploma in Mechanical Engineering

**Mr. Santosh Kumar Saraswat**, aged 83 years, is the Non Executive Director of the Company. He has completed his Diploma in Mechanical Engineering from Aligarh University. He is an Indian Railway Service of Signal Engineers - Retired (IRSSE-Retd.) person. He has more than 20 years of Experience in the Field of Chemical and Adhesive Industry. He is the founder-Director of the Company- "Yug Decor Private Limited" incorporated in the year 2003 (Now "Yug Decor Limited"), at which he started the business of Adhesive and Laminates.

**Mr. Abhay Shrivastava**

Independent Director

Educational Qualification : B. Sc., Master in Marketing Management

**Mr. Abhay Shrivastava**, aged 61 years, is an Independent Director of our company. He has completed his Bachelor's in science stream and Master's in marketing management from the University of Bombay. He has an extensive knowledge and expertise of Indian market and consumers, for cross-section of the Industries and product categories. He has more than three decades of experience in the corporate world in the areas of brand management, sales, strategy, product reengineering, value engineering, human resources, production, general management, channel design & developments, media planning & training, MIS and market research. He has worked with the leading MNC'S and domestic organizations. At present he is working with the Solutions Management Consultant as a Senior Consultant.

**Mr. Rajesh Shah**

Independent Director

Educational Qualification : B.COM., LL.B. Special

**Mr. Rajesh G. Shah**, aged 61 years, has completed his Bachelor of Commerce (B.COM) and Bachelor of Law (LL.B. Special) both from Gujarat University. He has a rich experience of more than 37 years in the field of Tax Advisory and Tax Consultancy. He worked as a tax adviser at a practicing firm for more than 16 years and then set up his own practice in the year 2000. He also works as a Tax Consultant for several Private and Public, including Listed Companies.

**MANAGEMENT TEAM**

**Mr. Lokeshkumar Edival**

Chief Financial Officer

**Ms. Nidhi Devesh Bhatt** (Upto 10th August 2024)

Company Secretary & Compliance Officer



## BOARD COMMITTEES

### BOARD COMMITTEES COMPOSITION

#### 1. Audit Committee

Name of the Director	Designation	Nature of Directorship
Mr. Rajesh G. Shah	Chairman	Independent Non-Executive Director
Mr. Santosh Kumar Saraswat	Member	Non-Executive Director
Mr. Abhay Shrivastava	Member	Independent Non-Executive Director

#### 2. Nomination and Remuneration Committee

Name of the Director	Designation	Nature of Directorship
Mr. Rajesh G. Shah	Chairman	Independent Non-Executive Director
Mr. Santosh Kumar Saraswat	Member	Non-Executive Director
Mr. Abhay Shrivastava	Member	Independent Non-Executive Director

#### 3. Stakeholder Relationships Committee

Name of the Director	Designation	Nature of Directorship
Mr. Rajesh G. Shah	Chairman	Independent Non-Executive Director
Mr. Santosh Kumar Saraswat	Member	Non-Executive Director
Mr. Abhay Shrivastava	Member	Independent Non-Executive Director

## GENERAL INFORMATION

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### **BANKERS :**

#### **INDIAN BANK**

Bhagwati Chamber's, Opp. Gujarat Vidyapith,  
Ashram Road, Ahmedabad - 380014.

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### **REGISTRAR AND SHARE TRANSFER AGENT :**

Satellite Corporate Services Pvt. Ltd.  
Address: Office no.106 & 107,  
Dattani Plaza,East West Compound,  
Andheri Kurla Road, Safedpul,  
Sakinaka-Mumbai – 400 072  
Tel.: 022- 28520461/462  
Email:service@satellitecorporate.com  
Website:www.satellitecorporate.com

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### **REGISTERED OFFICE :**

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

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### **STATUTORY AUDITORS :**

M /s. Pankaj K. Shah Associates  
Chartered Accountants  
Ahmedabad

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### **SECRETARIAL AUDITOR :**

M/s Riddhi Khaneja & Associates  
Company Secretaries  
Ahmedabad

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### **FACTORY ADDRESS :**

**Unit-1** : Plot No. 832, Kothari Estate, Near Kothari Cross Road, Vil- Santej, Tal- Kalol,  
Dist- Gandhinagar- 382 721, Gujarat, India.  
**Unit-2** : Plot No. 734/3, Opp. Nilkanth Hotel, Rakanpur, Vil-Santej, Tal-Kalol,  
Dist- Gandhinagar-382 721 Gujarat, India.

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### **OTHER DETAILS :**

**Listed at** : BSE SME Platform  
**ISIN** : INE796W01019  
**CIN** : L24295GJ2003PLC042531

## SYNTHETIC RUBBER ADHESIVES

# SR

It is a rubber based adhesive for use in foam-to-foam applications, foam, handicraft industry, footwear and carpet industry. The unique advantage is that it gives a soft feel to the joined surfaces. It is non-staining and does not discolor tapestry. It is economical to use. It is quick drying and gives good coverage.



# SPRAY

It is a rubber based adhesive for use in foam-to-foam applications, bonding foam to foam, rubber to foam, foam to wood, foam to metal, and foam to upholstery. The unique advantage is that it gives a soft feel to the joined surfaces. It is non – staining and does not discolor tapestry. It is economical to use. It is quick drying and gives good coverage.

## FOOTWEAR ADHESIVES

# PU

It is a Thermoplastic Polyurethane (TPU) adhesive for use in footwear applications.



# NR

It is a Natural Rubber based adhesive for use in foam-to-foam applications & footwear applications for temporary fitting purpose.

## **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

## BOARD'S REPORT

**Dear Members,**

The Board of Directors is pleased to present the 21<sup>st</sup> Annual Report on the business and operations of the Company along with the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2024.

### **FINANCIAL HIGHLIGHTS:**

The key financial figures of your Company for the financial year ended 31<sup>st</sup> March, 2024 are as under:

(Amount in '000 ₹)

Particulars	31/03/2024	31/03/2023
<b>Net Revenue from operations</b>	<b>2,80,633.04</b>	<b>3,11,934.81</b>
Add: Other Income	373.18	731.61
<b>Total Revenue</b>	<b>2,81,006.22</b>	<b>3,12,666.42</b>
<b>Expenditure</b>	<b>2,56,031.60</b>	<b>2,89,783.49</b>
<b>Profit/ (Loss) before Finance Cost, Depreciation &amp; Amortization and Tax Expenses</b>	<b>24,974.62</b>	<b>22,882.93</b>
Less: Finance Cost	3,254.87	3,653.08
Less: Depreciation & Amortization	4,315.97	3,943.67
<b>Profit/ (Loss) Before Tax</b>	<b>17,403.78</b>	<b>15,286.18</b>
Less: Taxation		
i) Current Tax	4,679.44	4,191.43
ii) Deferred Tax	(265.28)	(323.39)
Total Tax (i+ii)	4,414.16	3,868.04
<b>Profit/ (Loss) after Tax</b>	<b>12,989.62</b>	<b>11,418.14</b>
Add: Balance brought forward from previous year	11,860.34	4,283.23
Less: Utilized for Bonus Share issue	9,381.97	3,841.62
Less: Utilized for Interim Dividend	7,192.85	-
<b>Balance carried forward to next year's accounts</b>	<b>8,275.14</b>	<b>11,860.34</b>

Note: The above figures are extracted from the Annual Financial Statements for the year ended 31<sup>st</sup> March, 2024.

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

The Key points pertaining to the business of the Company for the year 2023-24 and period preceding thereto have been given hereunder:

- ❖ The Total revenue of the Company during the Financial year 2023-24 was ₹**2,81,006.22 ('000)** against the total revenue of ₹**3,12,721.4 ('000)** in the previous financial year 2022-23.
- ❖ The Total expenses of the Company during the financial year 2023-24 was ₹**2,63,602.44 ('000)** against the expenses of ₹**2,97,435.22 ('000)** in the previous financial year 2022-23.
- ❖ The Profit after tax was ₹**12,989.62 ('000)** for the financial year 2023-24 as compared to the Profit after tax of ₹**11,418.14 ('000)** in the previous financial year 2022-23.

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

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

#### **TRANSFER TO RESERVES:**

Your Company has not proposed any amount to be transferred to the reserves of the Company.

#### **CHANGE IN SHARE CAPITAL:**

##### **Authorised Share Capital:**

The Authorised Share Capital of the Company as on 31<sup>st</sup> March, 2024 was Rs.11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000/- (One Crore Ten Lakhs ) equity shares of Rs.10/- each.

##### **Paid up Capital:**

The Paid up capital of the Company as on 31<sup>st</sup> March, 2024 was Rs. 7,19,28,460 (Rupees Seven Crore Nineteen Lakhs Twenty Eight Thousand four hundred sixty only) divided into 71,92,846 (Seventy One Lakh Ninety Two Thousand Eight Hundred and Forty Six) equity shares of Rs.10/- each.

##### **Bonus Issue of Shares:**

The Company issued and allotted 9,38,197 equity shares of Rs.10/- each through Bonus Issue of shares on 7th October, 2023.

#### **CHANGE IN CAPITAL AFTER THE END OF FINANCIAL YEAR BUT BEFORE THIS REPORT:**

The Company issued and allotted 35,96,423 equity shares of Rs.10/- each through Right Issue.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), the Board of Directors at their meeting held on June 8, 2024 approved the allotment of 35,96,423 Right Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. 10 per Right Equity share at par.

Consequently, the issued, subscribed and paid up capital of the Company as on 8<sup>th</sup> June, 2024 was at the end of the financial year stood at ₹10,78,92,690/- (Rupees Ten Crore Seventy Eight Lakhs Ninety Two Thousand Six Hundred and Ninety) divided into 1,07,89,269 (One Crore Seven Lakhs Eighty Nine Thousand Two Hundred and Sixty Nine) Equity Shares of Face Value of ₹10/- (Rupee Ten Only) each.

#### **INTERIM DIVIDEND:**

The Company in its board meeting dated 8th November, 2023 declared interim dividend of ₹1/- on 7192846 equity shares.

**DIVIDEND:**

After considering the present circumstances holistically and keeping in view the need to conserve the resources in the long run for future, the Board of Directors of the Company decided that it would be prudent not to recommend any Dividend for the year under review.

**CHANGE IN NATURE OF BUSINESS, IF ANY:**

There has been no change in the nature of business of the Company during the financial year under review.

**DETAILS OF SUBSIDIARY, ASSOCIATE OR JOINT VENTURE COMPANY:**

The Company does not have any subsidiary, associate or joint venture company.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:****(a) CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of Section 152(6) of the Companies Act and Articles of Association, Mr. Chandresh S. Saraswat (DIN: 01475370), Managing Director of the Company, shall retire by rotation and being eligible offers himself for reappointment at the ensuing Annual General Meeting of the Company.

None of the Key managerial Personnel were appointed or resigned during the year. Pursuant to the Section 203 of the Companies Act, 2013, Mr. Chandresh S. Saraswat – Managing Director, Mr. Lokeshkumar Edival- Chief Financial Officer and Mrs. Nidhi Bhatt- Company Secretary & Compliance Officer are the Key Managerial Personnel of the Company. It is to be noted that Ms. Nidhi Bhatt Company Secretary and Compliance Officer of the Company resigned w.e.f 10th August, 2024.

Save and except aforesaid mentioned, there were no other changes in the Board of Directors and Key Managerial Personnel of the Company.

**(b) DECLARATION BY INDEPENDENT DIRECTOR(S):**

The Company has received requisite declarations from the Independent Directors of the Company, confirming that they meet the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 read with rules made thereunder and Regulation 16 of the SEBI Listing Regulations.

Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

Further, the Independent Directors have also submitted their declaration in compliance with the provisions of Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, which mandated the inclusion of an Independent Director's name in the data bank of Indian Institute of Corporate Affairs ("IICA") for a period of one year or five years or life time till they continues to hold the office of an independent director.

**(c) FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

In compliance with the requirements of SEBI Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. All Independent Directors are also familiarized with the Guidelines of professional conduct, Role, Function and Duties as an Independent Director under the Companies Act and applicable SEBI Listing Regulations. As a part of familiarisation programme as required under SEBI Regulations, the Independent Directors are apprised

during the Board /Committee Meetings on the industry / market trends, Company's operations, governance, internal control process and other relevant matters. The details of the familiarization programme are disclosed on the website of the Company and direct access to the policy is linked herewith <http://yugdecor.com/wp-content/uploads/2020/12/3.pdf>.

**(d) PROCEDURE FOR NOMINATION AND APPOINTMENT OF INDEPENDENT DIRECTORS:**

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, and financial condition and compliance requirements.

The Board based on the recommendation of Nomination and Remuneration Committee, has framed the policy on terms and condition for the appointment of Independent Directors of the Company, keeping in view the provisions of the Companies Act, 2013 along with applicable provisions of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015. The said details of terms and conditions are available on the website of the Company at <http://yugdecor.com/wp-content/uploads/2020/12/10.pdf>

**MEETINGS OF THE BOARD OF DIRECTORS:**

Being the two-tier Corporate Governance Structure at the Company, the Board of Directors, along with its Committees, provides leadership and guidance to the Management, leads, directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has fiduciary relationship in ensuring that the rights of all stakeholders are protected. In contrast that involve any potential conflict of interest, the Interested Directors excuse themselves and the ultimate decision making authority is conferred upon the Independent Directors of the Company, representing fair, transparent and ethical business environment of the Company.

The Board met **6 times** during the year on 27<sup>th</sup> May, 2023, 18<sup>th</sup> August, 2023, 7<sup>th</sup> October, 2023, 8<sup>th</sup> November, 2023, 12<sup>th</sup> January, 2024 and 10<sup>th</sup> February, 2024 in respect of which proper notices were given and the proceedings were properly recorded, signed and maintained in the Minutes book kept by the Company for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Name of Directors	Category	Number of Meetings Attended / Total Meetings held during the year 2023-24	Attendance at the last AGM held on 22 <sup>nd</sup> September, 2023
Mr. Chandresh S. Saraswat	Chairman & Managing Director	6/6	Yes
Ms. Ankita Saraswat	Whole time Director	6/6	No
Mr. Santosh Kumar Saraswat	Non-Executive Director	6/6	Yes
Mr. Abhay Rameshchandra Shrivastava	Non-Executive Independent Director	6/6	No
Mr. Rajesh G. Shah	Non-Executive Independent Director	6/6	Yes

## MEETING OF MEMBERS:

During the year under review, 20<sup>th</sup> Annual General Meeting was held on Friday, 22<sup>nd</sup> September, 2023. No Extra Ordinary General Meeting (EGM) was held during the year.

## COMMITTEES OF THE BOARD:

The Board committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/ activities which concern the Company and need a closer review. The Board committees are set up under the formal approval of the Board, to carry out clearly defined roles which are considered to be performed by the members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. All decisions and recommendations of the committees are placed before the Board for information or for approval. The minutes of the meetings of all the committees are placed before the Board for their review.

The Board has constituted 3 (three) committees:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders Relationship Committee.

The major terms of reference of the Committee, its composition and number of meetings held during the year are as given below:

### 1. AUDIT COMMITTEE:

The Audit Committee acts as a link among the Management, Internal Auditors, the Board of Directors and the statutory auditors to oversee the financial reporting process of the Company. Its purpose is to monitor financial reporting processes, review the Company's established system and processes for internal controls, governance and to review the Company's statutory and internal audit activities.

The role of Audit Committee is in accordance with Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and major terms of reference as specified under Section 177 of the Companies Act, 2013.

- a) The major terms of reference of the Audit Committee include:
- ❖ Examination of Financial Statements and Auditor's Report thereon;
  - ❖ Recommendation for appointment, re-appointment, remuneration and terms of appointment of auditors of the Company and fixation of audit fee;
  - ❖ Reviewing and monitoring the Statutory Auditor's independence and performance and effectiveness of audit process;
  - ❖ Evaluation of internal financial controls and risk management systems;
  - ❖ Approval or modifications of related party transactions;
  - ❖ Establishing and Reviewing functioning of the Whistle Blower mechanism;

- ❖ Scrutiny of Inter-corporate loans and investments and reporting.

b) Composition and Attendance:

During the year under review, Audit Committee met 4 times on 27th May, 2023, 7th October, 2023, 8th November 2023 and 12th January, 2024. All the recommendations made by the Committee during the year were accepted and implemented by the Board of Directors.

S r . No.	Name of the Director	Status in Committee	Nature of Directorship	Total Meetings Attended/ Total Meetings Held during the F.Y. 2023-24
1.	Mr. Rajesh G. Shah	Chairman	Non-Executive Independent Director	4/4
2.	Mr. Santosh Kumar Saraswat	Member	Non-Executive Director	4/4
3.	Mr. Abhay Shrivastava	Member	Non-Executive Independent Director	4/4

## 2. NOMINATION & REMUNERATION COMMITTEE:

The role of the Nomination and Remuneration Committee is in accordance with Regulation 19 of the Listing Regulations and Section 178 of the Companies Act, 2013. The Committee has been constituted to carry out such functions/responsibilities entrusted it on by the Board of Directors from time to time.

a) The major terms of reference of the Nomination & Remuneration Committee include:

- ❖ Identification of persons qualified to become directors and be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- ❖ Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- ❖ Specifying the manner for effective evaluation of performance of Board, its committees and individual directors;
- ❖ Recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees and
- ❖ Any other matters listed in Part D of Schedule II to the Listing Regulations and in Section 178 of the Companies Act, 2013.

b) Composition and Attendance:

The Nomination & Remuneration Committee met only once during the year under review on 10th February, 2024. The Company Secretary acts as Secretary to the Committee. All the recommendations made by the Committee during the year were accepted by the Board.

S r . No.	Name of the Director	Status in Committee	Nature of Directorship	Total Meetings Attended/ Meetings during the 2023-24	Total Held the F.Y.
1.	Mr. Rajesh G. Shah	Chairman	Non-Executive Independent Director	1/1	
2.	Mr. Santosh Kumar Saraswat	Member	Non-Executive Director	1/1	
3.	Mr. Abhay Shrivastava	Member	Non-Executive Independent Director	1/1	

Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

c) Nomination & Remuneration Policy:

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel, including criteria for determining qualifications, positive attributes and independence of Directors. The policy has been uploaded on the website of the Company at

<http://yugdecor.com/wp-content/uploads/2020/12/4.pdf>.

### 3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee is primarily responsible to review all matters connected with the Company's transfer of securities and Redressal of shareholders' / investors' / security holders' complaints.

The Committee's composition and terms of reference are in compliance with Regulation 20 the Listing Regulations and the provisions of the Companies Act, 2013.

a) The major terms of reference of the Stakeholders Relationship Committee include:

- ❖ Consideration & Resolution of the grievances of security holders of the Company;
- ❖ Reviewing of Transfer / Transmission requests / Demat / Remat requests of the security shareholders and issuance of duplicate share certificate, if any.

b) Composition and Attendance:

The Stakeholders Relationship Committee met 4 times during the year under review on 27th May, 2023, 18th August, 2023, 7th October, 2023, and 10th February, 2024. The Company Secretary acts as Secretary to the Committee.

S r . No.	Name of the Director	Status in Committee	Nature of Directorship	Total Meetings Attended/ Total Meetings Held during the F.Y. 2023-24
1.	Mr. Rajesh G. Shah	Chairman	Non-Executive Independent Director	4/4
2.	Mr. Santosh Kumar Saraswat	Member	Non-Executive Director	4/4
3.	Mr. Abhay Shrivastava	Member	Non-Executive Independent Director	4/4

c) Investor Redressal System:

During the year under review, there was no complaint registered or pending:

Number of complaints filed during the financial year: Nil

Number of complaints disposed of during the financial year: Nil

Number of complaints pending as on end of the financial year: Nil

**SEBI Investor Redressal System (SCORES):** The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Your Company has registered itself on SCORES platform. During the year under review, there was no complaint registered as well as pending at SCORES platform and BSE Platform.

**INDEPENDENT DIRECTORS' MEETING:**

The Independent Directors met on 10<sup>th</sup> February, 2024, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairman of the Company, taking into account the views of Executive Director and Non- Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. A separate meeting of the Independent Directors (Annual ID Meeting) was convened, which reviewed the performance of the Board (as a whole), the Non-Independent Directors and the Chairman. The Independent Directors inter-alia discuss the issues arising out of Committee meetings and Board discussions including the quality, quantity and timely flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. Post the Annual ID Meeting, the collective feedback of each of the Independent Directors was discussed by the Chairman of the BNRC with the Board covering the performance of the Board as a whole, the performance of the Non-Independent Directors and the performance of the Chairman of the Board

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirements of Section 134(3)(c) read with sub section (5) of the Companies Act, 2013 ('Act'), it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the profit and loss of the Company for the period ended 31<sup>st</sup> March, 2024;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and;
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **PARTICULARS OF EMPLOYEES:**

The statement containing particulars of employees as required under Section 197 of the Act, read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provide in a separate annexure forming part of this report as **Annexure-I**.

## **AUDITORS' AND AUDITORS' REPORT:**

### **1. STATUTORY AUDITORS & AUDIT REPORT-**

M/s. Pankaj K Shah Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 107352W) were appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of 16<sup>th</sup> AGM till the conclusion of the 21<sup>st</sup> AGM, therefore their tenure of appointment will expire after the conclusion of ensuing 21<sup>st</sup> Annual General Meeting of the Company.

Hence, the matter of appointment of M/s. P.D. Goinka & Co., Chartered Accountants, Ahmedabad (Firm Registration No 103260W) as the Statutory Auditors of the Company pursuant to Section 139 and 141 of the Companies Act, 2013 and relevant Rules prescribed there under, has been included in the Notice calling the 21<sup>st</sup> Annual General Meeting of the Company.

Appointment of M/s. P.D. Goinka & Co., Chartered Accountants, Ahmedabad (Firm Registration No 103260W) as the Statutory Auditors of the Company is proposed for a consecutive term of 5 years i.e. from the conclusion of 21<sup>st</sup> Annual General Meeting to the conclusion of 26<sup>th</sup> Annual General Meeting of the Company.

Further the Company has received letter of consent of appointment from the proposed Statutory Auditors.

The Auditors' Report is self-explanatory and do not call for any further comments. There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their report.

## **2. SECRETARIAL AUDITORS & SECRETARIAL AUDIT REPORT-**

Pursuant to the requirement of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s. Riddhi Khaneja & Associates, Practicing Company Secretaries, Ahmedabad, (CP No: 17397) to conduct Secretarial Audit of the Company for the Financial Year 2024-25.

The Secretarial Audit Report for the Financial Year 2023-24 is appended as **Annexure-II** to this report in the form of FORM MR-3. This Report does not contain any qualification, reservation, adverse remark or disclaimer.

## **3. INTERNAL AUDITORS:**

The Company has put in place an adequate system of internal control processes and has appointed Mr. Narendrakumar Y. Tiwari, Proprietor of M/s. Narendra Y. Tiwari & Associates (FRN: 154258W), Chartered Accountants, Ahmedabad, as the Internal Auditors of the Company, on the recommendation of Audit Committee, for the Financial Year 2024-25. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board from time to time.

## **4. MAINTAINANCE OF COST RECORDS:**

The Company is not required to maintain/audit the cost records as specified by the Central Government Under Section 148(1) of the Companies Act, 2013 and rule 6(2) of Companies (Cost records and audit) Rules, 2014.

## **REPORTING OF FRAUD, IF ANY BY THE AUDITORS:**

During the year under review, neither the Statutory nor the Secretarial Auditors has reported any instances of fraud committed against the Company to the Audit Committee under Section 143(12) of the Companies Act, 2013.

## **INTERNAL CONTROL SYSTEM:**

The Company continuously evolves in strengthening its internal control processes and has adopted adequate and appropriate policies and procedures including the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures under the Companies Act, 2013. Procedures to ensure conformance with the policies, standards and delegations of authority

have been put in place covering all activities. Audit Committee periodically reviews the performance of Internal Audit System. The Company has a rigorous business planning system to set targets and parameters for operations which are reviewed with actual performance to ensure timely initiation of corrective action, if required. The Audit Committee periodically reviews the Internal Control Systems and Internal Audit Reports. Further, the Board

annually reviews the effectiveness of the Company's internal control system.

#### **SECRETARIAL STANDARDS:**

Your Company duly complies with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

#### **ANNUAL PERFORMANCE EVALUATION:**

The Company is led by a diverse, experienced and competent Board. The Board carries out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its committees. The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc. and the performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc.

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual performance evaluation of the working of its own performance, the Directors individually as well as evaluation of its Committees.

The Board and Nomination and Remuneration Committee reviewed the performance of Individual Directors, the Board as a whole, Committees of the Board and Chairman and Managing Director after taking into consideration feedback received from Directors. The evaluation was done on various parameters such as vision and strategy, participation, disclosure of interests, good governance, leadership skills, operations, business development, human resource development, corporate communications etc.

The Independent Directors at their separate meeting, review the performance of Non-Independent Directors and the Board as a whole and the Chairman of the Company after taking into account the views of Executive Director and Non-Executive Directors, the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

In terms of the Regulation 34(e) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report forms part of this Report as **Annexure-III**.

#### **ANNUAL RETURN:**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2024 is available on the Company's website at [www.yugdecor.com](http://www.yugdecor.com).

#### **DEPOSITS:**

During the year under review, your Company has neither accepted/invited any deposits pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Hence, no deposit is raised in the contravention with respect to the requirements of Chapter V of the Companies Act, 2013.

#### **INSURANCE:**

All properties and insurable interests of the company to the extent required have been adequately insured.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Your Company has neither given any loans or guarantees nor made any investments during the year under review attracting the provisions of Section 186 of the Companies Act, 2013.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH THE RELATED PARTIES:**

In line with the requirements of the Act and the SEBI LODR, the Company has formulated a Policy on Related Party Transactions. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors or Key Managerial Personnel (KMP) which may have a potential conflict with the interests of the Company at large. All Related Party Transactions are placed before the Audit Committee for approval as per the applicable regulatory requirements, and approval of the Board, if required.

During the year under review, the transactions entered by the Company, with the related parties are at arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the company with related parties which may have potential conflict with the interest of the company at large.

Your Directors draw your attention to notes to the financial statements for detailed related parties' transactions entered during the year. During the year, the Company had not entered into any contract/ arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions or which are required to be reported in Form No. AOC-2 in terms of Section 134(3) (h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

There were no materially significant related party transactions which could have potential conflict with interest of the Company at large. The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board is put up on the Company's website at <http://yugdecor.com/wp-content/uploads/2020/12/8.pdf>.

### **MATERIAL CHANGES AND COMMITMENTS:**

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company as on 31<sup>st</sup> March, 2024 and date of this Directors' report.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals that would impact the going concern status and Company's operation in future.

During the last 3 years, there were no strictures or penalties imposed on the Company by either SEBI or the Stock Exchange or any statutory authority for non-compliance of any matter related to the capital markets.

### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The company has complied with the provision relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, your Company has constituted Internal Complaints Committee (IC) to consider and resolve the complaints related to sexual harassment. Also, the IC works extensively on creating awareness on relevance of sexual harassment issues.

During the year under review, the Company has not received any complaint pertaining to sexual harassment. All new employees go through a detailed personal orientation on anti-sexual harassment policy adopted by the Company.

## **HUMAN RESOURCES:**

Your Company believes that the unflinching commitment of the employees is the driving force behind the Company's vision. It considers its human resources as its biggest asset and believes in people at the heart of its human resource strategy which set the Company apart from Company's peers. It also believes in a culture of inclusion, trust, skill development, empowerment and development for its employees. With regular communication and sustained efforts, it is ensuring that employees are aligned on common objectives and goals of the business. At the end, your Company appreciates the spirit of its dedicated employees.

## **HEALTH, SAFETY AND ENVIRONMENT:**

At Yug Decor, the people are the greatest asset, and their safety, health, and well-being is of utmost importance to us. The Company endeavors to provide a safe, conducive and productive work environment by undertaking various measures at its manufacturing facilities to ensure no injury or accident. Several other measures have been taken by the Company to ensure health and safety of its employees. The Company's ethos of environment protection by development of environment friendly processes for effective usage of resources is based on the belief that nature is a precious endowment to humanity.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed as **Annexure-IV** to this report.

## **DEPOSITORY SYSTEM:**

The Company has entered into the agreement with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable shareholders to hold shares in a dematerialized form.

## **CORPORATE GOVERNANCE:**

As the Company is listed on the **BSE-SME** platform, the requirement of furnishing Corporate Governance Report under Regulation 27(2) read with Schedule V of the Listing Obligations & Disclosure Requirements Regulations, 2015 is not applicable to the Company. Whenever this regulation becomes applicable to the Company at a later

date, the Company will comply with the requirements of those regulations within six months from the date on which the provisions become applicable to our Company.

### **CORPORATE SOCIAL RESPONSIBILITY:**

As per the provisions of Section 135 of the Companies Act, 2013 read with rules framed thereunder, certain class of companies is required to spend 2% of its average net profit during 3 preceding years on CSR activities. It also provides for formation of CSR committee of the Board. The rules prescribe the activities qualify under CSR and the manner of spending the amount. The company is not covered under section 135 of the Companies Act, 2013 and the rules framed there under for the financial year under review, hence the question of compliance of the same does not arise.

### **BUSINESS RESPONSIBILITY REPORTING:**

The Business Responsibility Reporting as required by Regulation 34(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 is not applicable to the Company for the Financial Year ending March 31, 2024.

### **RISK MANAGEMENT:**

The Board oversees Company's processes for determining risk tolerance and review management's action and comparison of overall risk tolerance to established levels. The framework is designed to enable risks to be identified, assessed and mitigated appropriately. Major risks are identified by the businesses and functions are systematically addressed through appropriate actions on a continuous basis. The details of the same are set out in Management Discussion and Analysis Report.

### **CEO/CFO CERTIFICATION:**

The Managing Director (MD) and Chief Financial Officer (CFO) of the Company have certified to the Board regarding their review on the Financial Statements, Cash Flow Statement and other matters related to internal controls in the prescribed format for the year ended March 31, 2024 in terms of Regulation 17 (8) of SEBI (LODR). The MD and CFO also give half -yearly certification on financial results while placing the financial results before the board in terms of Regulation 33(2) of SEBI (LODR). The certification is annexed here as a part of Annual Report as **Annexure-V**.

### **GOVERNANCE POLICIES:**

At Yug, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adhered to various codes and policies like code of conduct to regulate, monitor and report trading by designated persons, familiarisation policy of Independent directors, Nomination and remuneration policy, policy on materiality etc. to carry out operations in ethical manner.

The different codes and policies are uploaded on the website of the Company under the head Investor relations > codes & policies & other. The direct link to access is <https://yugdecor.com/codes-policies-ydl/>.

## GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
2. The Managing Director of the Company has not received any commission from the Company and not disqualified from receiving any remuneration or commission from any of subsidiaries of the Company.
3. There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.
4. There are no instances of transferring the funds to the Investor Education & Protection Fund.
5. During the year under review, there has been no one time settlement of Loans taken from Banks and Financial institutions.

The Company is in full compliance with the mandatory requirements as contained in the Listing Regulations.

## INSIDER TRADING REGULATIONS:

In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Company has adopted a code of conduct to regulate, monitor and report trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI). All Directors, Senior Management Personnel, person forming part of Promoter(s)/ Promoter(s) Group(s) and such other Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by this Code.

The Codes are available on the website of the Company at <https://yugdecor.com/codes-policies-ydl/>.

## MEANS OF COMMUNICATION:

- ❖ The Company's website ([www.yugdecor.com](http://www.yugdecor.com)) contains a dedicated section 'Investor Relations' where various types of information related to the shareholders is available including Annual Report of the Company.
- ❖ The Annual Report containing, inter alia, Audited Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report.
- ❖ BSE's Corporate Compliance & Listing Centre (the 'Listing Centre') is a web based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, statement of investor complaints, among others are also filed electronically on the Listing Centre.
- ❖ Communication via E-mail: The Company has designated email-id exclusively for investor servicing i.e. [cs@yugdecor.com](mailto:cs@yugdecor.com).

- ❖ As defined earlier in Investor Redressal System, SEBI Complaint Redressal System (SCORES) is a centralized web-based complaint redressal system where in the Company has registered itself.

#### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

Your Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. In line with that, any actual or potential violation, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations cannot be undermined.

Pursuant to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company has adopted a Vigil Mechanism Policy to provide a formal mechanism to the Directors' and employees to report their concerns about unethical behavior, actual or suspected incidents of fraud or violation of the Company's Code of Conduct or Ethics Policy. The Policy provides for adequate safeguards against victimization of employees, who avail of the mechanism and provides to employees' direct access to the Chairman of the Audit Committee.

The Vigil Mechanism Policy is disseminated through the Website of the Company at <http://yugdecor.com/wp-content/uploads/2020/12/9.pdf>.

During the financial year 2023-24, no cases under this mechanism were reported to the Company.

#### **APPRECIATION:**

Your Directors thank all the esteemed shareholders, customers, suppliers and business associates for their faith, trust and confidence reposed in the Company.

Your Directors wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees at all levels to ensure that the Company continues to grow and excel.

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

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

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

## ANNEXURE-I

### PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

**I. The Ratio of the Remuneration of each Director to the Median employee's remuneration for the financial year:**

Sr. No.	Name of Director	Ratio
1.	Mr. Chandresh S. Saraswat (Chairman & Managing Director)	8.33:1
2.	Ms. Ankita Saraswat (Whole time Director)	2.11:1

**II. The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial year:**

Sr. No.	Name	Designation	% Increase
1.	Mr. Chandresh S. Saraswat	Chairman & Managing Director	63.65%
2.	Ms. Ankita Saraswat	Whole time Director	-
3.	Mr. Lokeshkumar Edival	Chief Financial Officer	7.57%
4.	Ms. Nidhi Devesh Bhatt	Company Secretary & Compliance Officer	26.17%

**III. The Median Remuneration of the employees of the Company during the Financial Year: ₹2,32,235/-.**

**IV. The percentage decrease in the median remuneration of employees in the financial year: 2.75%**

**V. The number of existing employees on the rolls of Company:**

The number of employees as on 31<sup>st</sup> March, 2024 was **88**.

**VI. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration: NIL**

**VII. It is hereby affirmed that the remuneration has been paid as per the Remuneration Policy of the Company.**

**STATEMENT PURSUANT TO RULE 5(2) AND RULE 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF THE BOARD'S REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024.**

Sr. No.	Name & Age of the Employee	Present Designation	Remuneration received	Qualifications and Experience	Date of Commencement of employment	Last employment	% of Equity Shares held as on 31-03-2024
1.	Chandresh Saraswat (58 years)	Chairman & Managing Director	₹19,34,780/-	B.A., P.G.D.M. (38 years)	19-06-2007	Nikhil Adhesives Ltd, Mumbai	24.13%
2.	Anurag Mathur (45 Years)	Regional Manager	₹ 9,60,000/-	B.A., MBA, LLB.	01-11-2022	Ecoplus Industries Pvt Ltd.	-
3.	Manish Gandhi (45 years)	Regional Manager	₹ 9,32,686/-	B. Sc.	05-07-2021	-	0.096%
4.	Sanjay Rathore (50 years)	Area Sales Manager- Madhya Pradesh	₹8,31,980/-	Higher Secondary (32 years)	01-05-2018	Vaidika Polyfix Pvt. Ltd.	-
5.	Pankaj Ramakant Tiwari (41 years)	Deputy Regional Manager	₹8,22,626/-	B.A. (19 years)	01-04-2012	Jubilant Industries Limited	-
6.	Amit Kumar Sinha (46 Year)	Area Sales Manager	₹8,04,722/-	B.Sc., MBA	01-01-2023	Hepo India Pvt Ltd	-
7.	Ravi Prakash Pandey (38 Year)	Branch Manager- Delhi	₹7,29,049/-	B.A. (18 years)	01-04-2019	Agarwal Plywood Company	-
8.	Lokeshkumar Edival (37 years)	Chief Financial Officer	₹7,09,992/-	B.Com, C.A., C.S. (13 years)	07-01-2017	P. D. Goinka & Co. (C.A.)	-
9.	Kishor Madhavsingh Thakore (50 years)	Production Manager	₹6,46,740/-	Under Graduate (18 years)	04-11-2006	Karan Adhesives Pvt. Ltd.	-
10.	Jatadhari Sahu (42 Years)	Production Manager	₹6,46,090/-	Under Graduate (16 years)	01-08-2008	Kores India Limited	-

**Notes:**

- 1) None of the employees are drawing remuneration as stated under Rule 5(2)(i)& 5(2)(ii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- 2) None of the employees as mentioned above are related to the Directors of the Company except Mr. Chandresh Saraswat, Chairman & Managing Director and Ms. Ankita Saraswat, Whole time Director themselves.
- 3) Nature of Employment for all the employees: Regular.



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

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

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

## ANNEXURE-II

### Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**YUG DÉCOR LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **YUG DÉCOR LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the YUG DÉCOR LIMITED (books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by YUG DÉCOR LIMITED ("the Company") for the financial year ended on 31.03.2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended by the Amendment Regulations till date);
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not Applicable during Audit Period**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(**Not Applicable during Audit Period**);

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable during the Audit Period**); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable during the Audit Period**);
- (i) The Securities and Exchange Board of India (Listing Obligations and disclosure Requirement) Regulation, 2015 (as amended by the Amendment Regulations till date);
- (vi) I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the following laws applicable specifically to the Company:
  - (a) The Environment (Protection) Act, 1986
  - (b) Hazardous Waste (Management & Handling) Rules 1989
  - (c) The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989

I have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards (i.e SS-1 relating to Board Meetings & SS-2 relating to General Meetings) issued by the Institute of Company Secretaries of India.
2. The Listing Agreements entered into by the Company with BSE Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For Riddhi & Associates  
Company Secretaries**

**Riddhi Pamnani  
Proprietor  
M. No. F10221, C P No.: 17397  
UDIN: F010221F001129658  
Peer Review Certificate No: 2585/2022**

Date: 04.09.2024  
Place: Ahmedabad

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

## 'Annexure A'

To,  
The Members  
**YUG DÉCOR LIMITED**

My Secretarial Audit Report of even date is to be read along with this letter.

### **Management's Responsibility**

Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

### **Auditor's Responsibility is limited to the following:**

1. I have followed the audit practices and process as considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification as done on test basis is to reasonably ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
2. In respect of Laws, Rules and Regulations other than those specifically mentioned in our report above, we have limited our review, analysis and reporting up to process and system adopted by the Company for compliance with the same and have not verified detailed compliance, submissions, reporting under such laws etc. nor verified correctness and appropriateness thereof including financial records and books of account of the Company.
3. Wherever required, I have obtained the management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

### **Disclaimer**

The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Riddhi Khaneja & Associates**  
**Company Secretaries**

**Riddhi Pamnani**  
**Proprietor**  
**M. No. F10221, C P No.: 17397**  
**Peer Review Certificate No: 2585/2022**

Date: 04.09.2024  
Place: Ahmedabad

## ANNEXURE-III

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### **INDUSTRY STRUCTURE AND DEVELOPMENT:**

Adhesives play a critical role as an enabler and a must-have technology that makes the world, as we know it, work. They also help to lay the foundation of a new era of industrial design and manufacturing under resource constraints. Due to its innovation, versatility, and flexibility – not only in selecting technologies and raw materials – the industry now has many options that contribute positively to the way products are conceived and manufactured, reused, or recycled.

We are seeing a rise for greener products, as regulations around the handling of chemicals have become tighter and with governments setting up strict laws, like the single-use plastic ban. Natural-based articles are in high demand, and it's a trend set to continue apace globally.

While the world's growing population and increasing living standards boost the need for adhesives, public consciousness and overall climate action concerns encourage the development for greener, sustainable adhesives and sealants that make next-gen consumer and durable goods stronger, faster, lighter, safer, greener, and far better.

Your Company operates under a single segment i.e. Manufacturing of Adhesives and Sealants under the Brand name "YUG-COL". The Adhesive business of the Company is further bifurcated into two kinds of Adhesives that are Wood Adhesives and Rubber Adhesives.

The global wood adhesives market size was estimated at USD 7.03 billion in 2023 and is projected to grow at a compound annual growth rate (CAGR) of 8.6% from 2024 to 2030. Growing global engineered wood-based panel production is a significant factor driving the market. Engineered wood-based panels such as plywood, oriented strand board, and particle board consume a significant volume of adhesives during their manufacturing process. For instance, plywood is produced by binding veneers with adhesive.

#### **GROWTH ENGINES OF INDIA: MSMEs**

To foster economic development, generation of jobs, reduction in poverty and promotion of equality, the role of micro-, small- and medium-sized enterprises (MSMEs) becomes crucial in every economy of the world. The MSME sector encourages equitable distribution and inclusive growth as an engine of economic progress. MSMEs have the highest employment growth rate, which has a positive impact on export and industrial growth.

The primary objective of this article is to analyse MSMEs' performance and their contribution to India's inclusive prosperity. Over the previous two decades, the Indian economy has performed well but the rewards of this expansion have not been distributed fairly.

MSMEs aid in reducing the disparity in income distribution by providing individuals with numerous job possibilities and industrialising rural regions. Next to agriculture, this industry employs the most people. In comparison to large businesses, the MSME sector has a far higher rate of growth for the level of labour concentration. The sector's employment potential at minimal capital cost is its key advantage.

In India, MSMEs are among the most important pillars of our economy. At present, there are more than 6 crore MSMEs functional in the country, providing more than 11 crore jobs to the people. The sector contributes approximately 30% to India's GDP and has a share of approximately 50% of India's exports.

## COMPANY BUSSINESS OUTLOOK:

The market experiences steady growth driven by businesses seeking cost-effective solutions amid fluctuating raw material prices. The market is influenced by factors such as manufacturing expense, product dependence, and operating life.

Growing industrialization has increased the demand for adhesives and sealants, which is a factor driving the market's growth. Further, developing new adhesive and sealant products and advancing manufacturing techniques contribute to the market's vitality. The adhesive and sealant market plays a crucial role in addressing the challenges of adhesive and sealant demand in industrial and consumer applications.

Your company continues to develop its strength by developing sound commercial processes and building a great commercial capabilities across its marketing and sales teams. Our strategy is continuously evolving to address the challenges as well as adapt to market conditions by continuing to revamp by expanding the product range, while relooking at its business strategy and models, wherever necessary.

## PLYWOOD BUSINESS SECTOR:

Companies are implementing various market growth and forecasting strategies by analyzing factors such as strategic alliances, partnerships, mergers and acquisitions, geographical expansion, and product or service launches, to enhance their presence in the market. Your Company is also slowly and steadily entering into the plywood business Sector looking into business opportunities in the said business segment. The Company has also invested certain amount to acquire land and building to start manufacturing activity in near future.

The plywood market in India is on an upward trajectory and the Company is positive with the growth of the Plywood manufacturing line of business. The Company may also invest more in the coming years in the Plywood business segment. Also, the adhesive business of the Company is very much related to the plywood business. Therefore Company is in strong position if it enters the plywood business segment.

Moreover, the Indian plywood industry is booming! Having surpassed a staggering INR 208.5 Billion in FY 2022-23 and with a projected growth rate exceeding 6%, the future of this sector is incredibly promising.

## OVERVIEW OF FINANCIALS:

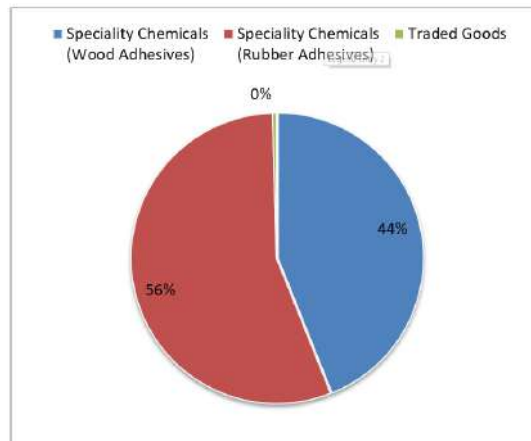
The Key points pertaining to the business of the Company for the year 2023-24 and period preceding thereto have been given hereunder:

- The Total revenue of the Company during the Financial year 2023-24 was **₹2,81,006.22 ('000)** against the total revenue of **₹3,12,721.4 ('000)** in the previous financial year 2022-23.
- The Total expenses of the Company during the financial year 2023-24 was **₹2,63,602.44 ('000)** against the expenses of **₹2,97,435.22 ('000)** in the previous financial year 2022-23.
- The Profit after tax was **₹12,989.62 ('000)** for the financial year 2023-24 as compared to the Profit after tax of **₹11,418.14 ('000)** in the previous financial year 2022-23.

The performance of the Company in terms of overall revenue generation during the period under consideration was quite phenomenal. Despite multidimensional crisis, your company continues to develop its strengths by institutionalizing sound commercial processes and effectively putting the hard work on a continuous basis to

thrive, maintain and capitalize the growth opportunities. Your Company strongly believes that its success in the marketplace and good reputation are among the primary determinants of shareholder value. Its close relationship with customers and a deep understanding and anticipation of consumers' requirements early depicts a strong commercial backbone.

### PERFORMANCE OF THE COMPANY ON THE BASIS OF SALES VOLUME:



#### During the Financial Year under review:

- ❖ Rubber Adhesives made the highest contribution with 56% sales in proportion to the total sales.
- ❖ Wood Adhesives continued to make a decent amount of contribution to the sales revenue with 44% sales in proportion to the total sales revenue which is the 2<sup>nd</sup> highest.
- ❖ The Sales volume attributed to the traded goods was less 0.50% in the financial year.

True to words, *the continuous hard work paves a way for growth*, we have achieved a profitable position even if multifaceted problems tested our patience and resilience. The overall revenue generation compared to the previous financial year has shown phenomenal growth, the company is optimistic that as soon the market conditions come in favor, it will be able to perform a notch higher than what it has been doing.

### OPPORTUNITIES AND THREATS:

Your company believes that niche opportunities exist in the Global arena which we are targeting to exploit resulting in positive growth. The company has accordingly built a business model tapping these opportunities and is also aligning its strategies to utilise opportunities in the domestic market.

The demand of the Company's products is steadily increasing both in India and abroad. The Company is ready to take the challenges of increased demand by continuously adding capacities, investing in upgradation of its manufacturing capacities and also striving to achieve cost efficiencies. The Company's decade's long experience and deep distribution network well positions the Company to take advantage of the opportunities in the market in the upcoming years. Further, The World is indeed becoming a Global city.

With expanding capacity of existing players and emergence of new entrants, competition is a sustained threat for the business of the Company. Strategic initiatives to enhance the brand equity through enhanced marketing strategies along with value added products and services have been the thrust areas of the Company.

## RISKS AND CONCERNS:

Risk is an inherent part of the business which cannot be avoided but its robust identification and management can eliminate or overcome its effects. A comprehensive and integrated risk management framework forms the basis of all de-risking efforts of the Company. Formal reporting and control mechanisms ensure timely information availability and facilitate vigilant and in-time risk management.

Your Company's governance structure has well-defined roles and responsibilities, which enables and empowers the management to identify, assess and leverage business opportunities and manage risks effectively. The Company has identified the below mentioned risk and suggested the mitigation strategy:

### ❖ Risk associated with raw material and supply:

The Company purchases raw materials which are prone to price fluctuations. Most of the raw material that the Company puts in use is imported. Shipping line disruptions and global demand-supply gaps, results in shortage of raw materials supply which then contributes to the increase in raw material cost. The increase/ decrease in the cost of raw materials have a direct impact on profitability.

**Mitigations:** The Company tracks the changes in the price of raw material and maintains adequate inventory to avoid purchasing them at higher prices.

### ❖ Credit Risk:

The Company by virtue of extending credit to its customers is exposed to credit risk in terms of non-realization of book debts and delayed recovery of receivables thereby posing unexpected cash flow issues.

**Mitigations:** The effective risk management practices of the Company includes regular evaluation of creditability of customers, frequent review of credit limits of the customers and fixing/ tightening of credit limits according to the track record of the customers.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The internal control systems of our Company are commensurate with the nature of its business and size and complexity of its operations. Our Company follows a strong system of internal controls to ensure that all assets are safeguarded and protected against loss from any authorized use or disposition and that the transactions are authorized, recorded and reported quickly. The internal control systems are further supplemented by internal audit carried out by an Independent Chartered Accountant and periodical review by the management.

Compliance to the framed policies and procedures are an integral part of the management review process. Adequacy and effectiveness of these internal controls are routinely tested by Internal Auditors based on audit plan. The Audit Committee of your Company reviews adequacy and effectiveness of its internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS INCLUDING NUMBER OF PEOPLE EMPLOYED:**

The Human Resource Management of our organization deals with and provides leadership and advice for dealing with all issues related to the people in the organization. Effective Human Resource Management enables employees to contribute effectively and productively to overall company growth and accomplishment of the organizations' goals and objectives. Human Resource of our organisation is the strong foundation for creating many possibilities for its business. The efficient operations of manufacturing units, market development and its expansion were the highlight of our people's effort. Despite the paradigm shift in the market situations, the Company was able to collaborate at all levels and create a performance-driven productive environment by engaging and communicating with all employees. During the year under review, the Industrial Relations continued to remain cordial.

Your Company has in place Anti Sexual Harassment Committee and there is also a policy in place, to address the issues in regard. The total number of employees on the roll of the Company as on 31<sup>st</sup> March, 2024 was 88.

**CAUTIONARY STATEMENT:**

Certain statements in the reports of the Board of Directors and Management's Discussions and Analysis may be "forward-looking statements" within the meaning of applicable securities laws and regulations. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market positioning, expenditures and financial results are based on certain assumptions and expectations of future events. The Company's actual results, performance or achievement may thus differ materially from those projected in such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statement on the basis of any subsequent developments, information or events.

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

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

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

**Place: Ahmedabad**

## ANNEXURE-IV

### 1. CONSERVATION OF ENERGY:

- Energy conservation has been an important thrust area for the Company and is continuously monitored. The adoption of energy conservation measures has helped the Company in reduction of cost and reduced machine down-time.
- Energy conservation is an ongoing process and new areas are continuously identified and suitable investments are made, wherever necessary.
- Various on-going measures for conservation of energy include (i) use of energy efficient lighting and better use of natural lighting, (ii) reduction of energy loss, and (iii) replacement of outdated energy intensive equipment.

### 2. POWER CONSUMPTION IN RESPECT OF:

- Total energy consumption and energy consumption per unit of production is given in the table below:

PARTICULAR	UNIT	2023-24	2022-23
Total Unit	KWH	74,996	88,665
Rate per Unit	₹	9.60/-	8.91/-
<b>Total Amount</b>	₹	<b>7,19,719/-</b>	<b>7,90,066/-</b>

### 3. TECHNOLOGY ABSORPTION:

- The efforts made towards technology absorption: **N.A.**
- The benefits derived from technology absorption: **N.A.**
- The Company has not imported any technology for its products during the last three years.
- The Company has not specific Research and Development Department. However, the Company carries out research and development in several areas including material & process developments towards efficiency improvements, quality improvements, waste reduction etc. Apart from process improvements, the research and development also aims at finding equivalent substitutes of various inputs and packaging materials to have cost savings without compromising quality.
- The Company has derived benefits of product diversification, cost reduction and better quality as a result of the above efforts.
- The research and development is an on-going exercise and suitable efforts will continue to be made in future.

**4. FOREIGN EXCHANGE EARNING AND OUTGO:**

**i. Activities relating to export, initiatives to increase exports, Developments of new export market for products during F.Y. 2023-24:**

The Company has continued to maintain focus and avail of export opportunities based on economic considerations. During the year, the Company has exports (FOB value) worth ₹ 70,98,608/-

**ii. Total Foreign Exchange Earned and Outgo during F.Y. 2023-24:**

<b>Particulars</b>	<b>Amount ( In ₹)</b>
Foreign Exchange earned in terms of Actual Inflows	70,98,608/-
Foreign Exchange earned in terms of Actual Outflows	34,177/-

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

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

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

## ANNEXURE-V

To,  
**Board of Directors,**  
**Yug Decor Limited**  
Ahmedabad

Dear Sir/s,

**Subject: Certification under Regulation 33(2)(a) of SEBI LODR Regulations, 2015  
on Financial Statements for the half year and year ended on 31<sup>st</sup> March, 2024**

We, Lokeshkumar Edival, Chief Financial Officer and Chandresh Saraswat, Chairman & Managing Director heading the finance function of the Yug Decor Limited certify that:

- A. We have reviewed the financial Statements and Cash flow Statement for the half year and year ended on 31<sup>st</sup> March, 2024 and to the best of our knowledge and belief:
- These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - These Statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transaction entered into by the Company during the half year and year ended 31<sup>st</sup> March, 2024 are fraudulent, illegal or in violation of the Company's code of conduct.
- C. We accept the responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps have been taken to rectify these deficiencies.
- D. We have indicated to the Auditors and to the Audit Committee:
- Significant change/s in the internal control over financial reporting during the year.
  - Significant change/s in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**Place:** Ahmedabad

**Date:** 28<sup>th</sup> May, 2024

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**Lokeshkumar Edival**

Chief Financial Officer

**Place:** Ahmedabad

**Date:** 28<sup>th</sup> May, 2024

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**Chandresh Saraswat**

Chairman & Managing Director

## INDEPENDENT AUDITORS' REPORT

To,  
The Members of,  
**YUG DECOR LIMITED**  
Ahmedabad

### Report on the Audit of Standalone Financial Statements

#### Opinion

We have audited the accompanying Standalone financial statements of **M/s. YUG DECOR LIMITED**, ("the Company") which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and Notes to the financial statement including summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2024, its profit and its cash flows for the year ended on that date.

#### Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit matter to be communicated in our Report.

Key Audit Matter	How the matter was addressed in our audit
	-- NIL --

### **Information Other than the Standalone Financial Statements and Auditor's report thereon**

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to the Board report, Business responsibility Report, Corporate Governance report and Shareholder's information, but does not include the standalone financial statement and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and those charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work and (ii) To evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
  - e) On the basis of written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" and
  - g) With respect to the matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - a) The company does not have any pending litigations which would impact its financial position.
    - b) The company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
    - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
    - d)

- 1) The Management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person/ entity, including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary has, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- 2) The Management has represented that, to the best of it's knowledge and belief, no funds have been received by the Company from any person/ entity, including foreign entities, that the company has directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- 3) Based on our audit procedures which we have considered reasonable and appropriate in the circumstances and according to the information and explanations provided to us by the Management in this regard, nothing has come to our notice that has caused us to believe that the representations made by the Management under sub-clause (i) and (ii) contain any material misstatement.
- e) The dividend declared and paid during the year by the company is in compliance with Section 123 of the Companies Act, 2013.
- f) Based on our examination which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

3. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits prescribed under Section 197 of the Act and the rules thereunder.

**FOR PANKAJ K. SHAH ASSOCIATES**  
**Firm Registration No. 107352W**  
**CHARTERED ACCOUNTANTS**

Place: Ahmedabad  
Date: 28.05.2024

**(PANKAJ K. SHAH)**  
**PARTNER**  
**M. No. 34603**  
**UDIN: 24034603BKBSUH7069**

## “Annexure A” to the Independent Auditors’ Report”

**Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the Standalone financial statements of the Company for the year ended March 31, 2024; we report that**

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, the Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) According to the information and explanations given to us and on the basis of our examination of the record of the company, the title deeds of immovable properties are held in the name of the company.
- (d) According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including Right of Use assets) and its intangible assets. Accordingly, the requirements under paragraph 3(i)(d) of the Order are not applicable to the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i)(e) of the Order are not applicable to the Company.
- 2) (a) The physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on such physical verification.
- (b) According to the information and explanations provided to us and based on the verification, the Company has been sanctioned working capital limits on the entire current assets of the company which is less than Rs. 5 Crore and therefore, the requirements under paragraph 3(ii)(b) of the Order is not applicable to the Company.
- 3) According to the information and explanations given to us, the Company has not made any investment and the company has not provided any guarantee or security or granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (f) of the Order are not applicable to the Company.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans and investments.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act

and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the products manufactured by the company.
- 7) (a) According to the records of the company and the information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Custom Duty, Goods and Service Tax Act, Cess and other statutory dues, as applicable to it to the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and as per records of the Company, there are no disputed amount payable in respect of Income tax, GST & Custom.
- 8) According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- 9) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March 2024.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).

- 10) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.
- 11) (a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company.
- (b) We have not come across of any instance of material fraud by the Company or on the Company during the course of audit of the financial statement for the year ended March 31, 2024, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
- 12) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- 15) According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to Company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- 16) (a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi) (a) of the Order are not applicable to the Company.
- (b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company

- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.
- (d) The Company does not have any CIC as a part of its group. Hence, the provisions stated in paragraph clause 3 (xvi)(d) of the Order are not applicable to the Company.
- 17) Based on the overall review of financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Hence, the provisions stated in paragraph clause 3 (xvii) of the Order are not applicable to the Company.
- 18) There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable to the Company.
- 19) According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note - 37 to the financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20) According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Accordingly, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.
- 21) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in the report.

**FOR PANKAJ K. SHAH ASSOCIATES**  
**Firm Registration No. 107352W**  
**CHARTERED ACCOUNTANTS**

Place: Ahmedabad  
Date: 28.05.2024

**(PANKAJ K. SHAH)**  
**PARTNER**  
**M. No. 34603**  
**UDIN: 24034603BKBSUH7069**

## “Annexure B” to the Independent Auditor’s Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **M/S. YUG DECOR LIMITED** (“the Company”) as of March 31, 2024 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

#### Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external

purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for Internal Financial control over Financial Reporting established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR PANKAJ K. SHAH ASSOCIATES**  
**Firm Registration No. 107352W**  
**CHARTERED ACCOUNTANTS**

Place: Ahmedabad  
Date: 28.05.2024

**(PANKAJ K. SHAH)**  
**PARTNER**  
**M. No. 34603**  
**UDIN: 24034603BKBSUH7069**

## Balance Sheet as at 31st March, 2024

(Amount in '000)

	Note No.	As at 31st Mar-24	As at 31st Mar-23
<b>I. EQUITY AND LIABILITIES</b>			
1 Shareholders' funds		80,203.60	74,406.83
(a) Share Capital	1	71,928.46	62,546.49
(b) Reserves and Surplus	2	8,275.14	11,860.34
(c) Money Received against share warrants		-	-
2 Share Application money pending allotment		-	-
3 Non- Current Liabilities		15,093.20	18,103.46
(a) Long Term Borrowings	3	10,635.99	14,148.68
(b) Deferred Tax Liability (Net)	4	-	-
(c) Other Long Term Liabilities	5	2,426.98	1,935.26
(d) Long Term Provisions	6	2,030.23	2,019.52
4 Current Liabilities		52,925.03	65,457.93
(a) Short Term Borrowings	7	10,389.94	12,550.53
(b) Trade Payable			
Total outstanding dues to Micro and Small Enterprises	8	2,609.80	1,796.33
Total outstanding dues of creditors other than Micro and Small Enterprises	8	33,786.04	43,989.66
(c) Other Current Liabilities	9	6,045.32	5,448.97
(d) Short Term Provisions	10	93.93	1,672.44
	<b>TOTAL</b>	<b>148,221.83</b>	<b>157,968.22</b>
<b>II. ASSETS</b>			
1 Non- Current Assets		26,549.61	27,686.80
(a) Property, Plant and Equipment and Intangible Assets			
i) Property, Plant and Equipment	16	24,208.72	25,229.59
ii) Intangible Assets	16	18.18	24.78
iii) Capital Work in Progress		-	-
iv) Intangible assets under development		-	-
(b) Non- Current Investment		-	-
(c) Deferred Tax Assets (Net)	4	2,082.15	1,816.87
(d) Long Term Loans and Advances	11	240.56	615.56
(e) Other Non- Current Assets		-	-
2 Current Assets		121,672.22	130,281.42
(a) Current Investments		-	-
(b) Inventories	12	17,222.53	14,524.41
(c) Trade Receivables	13	101,341.44	112,578.41
(d) Cash and Cash Equivalents	14	70.01	156.82
(e) Short Term Loans and Advances	15	3,038.24	3,021.78
(f) Other Current Assets		-	-
	<b>TOTAL</b>	<b>148,221.83</b>	<b>157,968.22</b>

Significant Accounting Policies and  
Notes on Financial Statements

1 to 41

As per our attached report of even date

For and on behalf of the Board of Directors

**For, Pankaj K. Shah Associates**  
FRN- 107352W  
CHARTERED ACCOUNTANTS

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

**Santosh Kumar Saraswat**  
Director  
DIN: 00236008

**CA Pankaj K. Shah**  
Partner  
M. No. 34603

**Nidhi Devesh Bhatt**  
Company Secretary &  
Compliance Officer

**Lokeshkumar Edival**  
Chief Financial Officer

Place : AHMEDABAD  
Date: 28th May, 2024  
UDIN : 24034603BKBSUH7069

Place : AHMEDABAD  
Date: 28th May, 2024

## Profit and Loss statement for the year ended 31st March, 2024

(Amount in '000 except per share data)

Particulars	Note No.	For the Financial Year ended on 31st March, 2024	For the Financial Year ended on 31st March, 2023
I. Revenue from Operations	17	280,633.04	311,934.81
II. Other Income	18	373.18	786.59
<b>III. Total Income ( I + II )</b>		<b>281,006.22</b>	<b>312,721.40</b>
IV. Expenses:			
Cost of Materials Consumed	19	177,338.33	231,727.77
Purchase of Stock-in- Trade	20	2,696.53	3,225.05
Changes in Inventories of Finished Goods, Work in progress and Stock in Trade	21	689.35	798.67
Employee benefits expenses	22	39,550.80	25,849.91
Financial Costs	23	3,254.87	3,653.08
Depreciation and Amortization Expenses	16	4,315.97	3,943.67
Other Expenses	24	35,756.59	28,237.07
<b>Total Expenses</b>		<b>263,602.44</b>	<b>297,435.22</b>
<b>V. Profit before Tax (III-IV)</b>		<b>17,403.78</b>	<b>15,286.18</b>
VI Tax Expenses:			
1) Current Tax		4,679.44	4,191.43
2) Earlier year Income Tax		-	-
3) Deferred Tax		(265.28)	(323.39)
<b>VII. Profit (Loss) for the period (V-VI)</b>		<b>12,989.62</b>	<b>11,418.14</b>
VIII. Earnings per equity share			
1) Basic and Diluted		2.08	2.74
Significant Accounting Policies and Notes on Financial Statements	1 to 41		

As per our attached report of even date

For, Pankaj K. Shah Associates  
FRN- 107352W  
CHARTERED ACCOUNTANTS

CA Pankaj K. Shah  
Partner  
M. No. 34603

Place : AHMEDABAD  
Date: 28th May, 2024  
UDIN : 24034603BKBSUH7069

For and on behalf of the Board of Directors

Chandresh S. Saraswat  
Chairman & Managing Director  
DIN: 01475370

Nidhi Devesh Bhatt  
Company Secretary &  
Compliance Officer

Place : AHMEDABAD  
Date: 28th May, 2024

Santosh Kumar Saraswat  
Director  
DIN: 00236008

Lokeshkumar Edival  
Chief Financial Officer

## Cash Flow Statement for year ended March 31, 2024

(Amount in ₹ '000)

Particulars	For the year ended 31-Mar-24	For the year ended 31-Mar-23
<b>A Cash flows from operating activities:</b>		
Net profit before taxation and extraordinary items	17,403.78	15,286.18
Adjustments for:		
Depreciation and Amortisation	4,315.97	3,943.67
(Profit)/Loss on sale of assets [Net]	-	(143.85)
Interest income	(10.86)	(63.24)
Interest expenses	3,254.87	3,653.08
Bad debts and provision for doubtful debts	1,264.99	3,098.26
Provisions for employee benefits	10.71	(27.27)
<b>Total</b>	<b>8,835.68</b>	<b>10,460.65</b>
Operating profit before working capital changes	26,239.46	25,746.83
Adjustments for:		
[Increase]/ Decrease in Trade Receivables	9,971.98	(8,896.81)
[Increase]/ Decrease in Inventories	(2,698.12)	3,129.87
Decrease/ [Increase] in Short Term Advances	(16.46)	(2,502.54)
Decrease/ [Increase] in Long Term Advances	375.00	1,044.51
Increase/ [Decrease] in Trade Payables	(9,390.15)	(8,462.64)
Increase/ [Decrease] in Other Current Liabilities	596.35	(1,000.36)
Increase/ [Decrease] in Other Long Term Liabilities	491.72	373.91
Increase/ [Decrease] in Short Term Provision	(1,578.51)	1,624.75
<b>Total</b>	<b>(2,248.19)</b>	<b>(14,689.31)</b>
Cash generated from operations	23,991.27	11,057.52
Direct taxes paid [Net of refunds]	(4,679.44)	(4,191.43)
Foreign Currency Monetary items	-	-
<b>Net cash from operating activities</b>	<b>19,311.83</b>	<b>6,866.09</b>
<b>B Cash flows from investing activities:</b>		
Purchase of Fixed Assets	(3,288.50)	(5,258.74)
Proceeds from sale of fixed assets	-	453.00
Interest received	10.86	63.24
Dividend received	-	-
<b>Net cash from investing activities</b>	<b>(3,277.64)</b>	<b>(4,742.50)</b>
<b>C Cash flows from financing activities:</b>		
Long Term Borrowings [Net]	(3,512.69)	2,009.40
Short Term Borrowings [Net]	(2,160.59)	(464.38)
Interest paid	(3,254.87)	(3,653.08)
Dividends paid	(7,192.85)	-
<b>Net cash used in financing activities</b>	<b>(16,121.00)</b>	<b>(2,108.06)</b>
<b>Net increase/ [decrease] in cash and cash equivalents</b>	<b>(86.81)</b>	15.53
<b>Cash and cash equivalents at the beginning</b>	<b>156.82</b>	141.29
<b>Cash and cash equivalents at the end</b>	<b>70.01</b>	156.82

### Notes to the Cash Flow Statement

- All figures in brackets are outflows.
- Previous year's figures have been regrouped wherever necessary.
- Cash and cash equivalents comprise of:

	As at March 31 2024	As at March 31 2023	As at March 31 2022
a Cash on Hand	40.15	156.82	141.29
b Balances with Banks	29.86	-	-
<b>d Total</b>	<b>70.01</b>	<b>156.82</b>	<b>141.29</b>

As per our report of even date

For, Pankaj K. Shah Associates  
FRN- 107352W  
CHARTERED ACCOUNTANTS

CA Pankaj K. Shah  
Partner  
M. No. 34603

Place : AHMEDABAD  
Date: 28th May, 2024  
UDIN : 24034603BKBSUH7069

For and on behalf of the Board of Directors

Chandresh S. Saraswat  
Chairman & Managing Director  
DIN: 01475370

Nidhi Devesh Bhatt  
Company Secretary &  
Compliance Officer

Place : AHMEDABAD  
Date: 28th May, 2024

Santosh Kumar Saraswat  
Director  
DIN: 00236008

Lokeshkumar Edival  
Chief Financial Officer

## **I COMPANY OVERVIEW**

YUG DECOR LIMITED (the Company) (CIN: L24295GJ2003PLC042531) is a domestic company with registered office situated at 709-714, Sakar-V, B/h Natraj Cinema, Ashram Road, Ahmedabad-380009. The Company is engaged in manufacturing and trading of various types of Specialty Chemicals such as water based adhesives and solvent based adhesives.

## **II SIGNIFICANT ACCOUNTING POLICIES**

### **A) i Accounting basis and Convention**

The Financial Statements are prepared under the historical cost convention in accordance with Generally Accepted Accounting Principles in India. The company has been following accrual system of accounting both as to income and expenditure.

The assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

### **ii Revenue Recognition**

Sale of Products is recognized when substantial risk and rewards of ownership in the goods are transferred to the buyers, which is generally on the despatch of goods. Sales excludes returns, direct discounts and Gst.

Sale of services is recognized on rendering of services based on agreements/arrangements with the concerned parties.

Interest income from a financial asset is recognised using effective interest rate method.

Export benefits are recognised on receipt basis.

### **iii GST & ITC :**

GST credit on materials purchased for production / service availed for production / input service are taken into account at the time of purchase and GST credit on purchase of capital items wherever applicable are taken into account as and when the assets are acquired.

The GST credits so taken are utilized for payment of GST on supply of goods. The unutilized GST credit is carried forward in the books. The GST credits so taken are utilized for payment of tax on goods sold.

#### iv Use of Estimates

The preparation of financial statements requires estimates and assumptions which affect the reported amount of assets, liabilities, revenues and expense of the reporting period. The difference between the actual results and estimates are recognized in the period in which the results are known or materialized.

#### B) Property, plant and equipment :

Property, plant and equipment are stated at actual cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

#### C) Intangible assets :

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

#### D) Depreciation / Amortisation

Depreciation on tangible assets is charged on WDV method on pro- rata basis at the rates specified in Schedule II of the Companies Act, 2013 except on Office Building for which useful life is considered as 30 year due to acquisition resell basis.

Trade Marks are amortised on a straight line basis in five annual installments.

#### E) Inventories :

Inventories are valued at lower of cost and net realisable value. Cost is generally ascertained on FIFO basis. In case of work-in-progress and finished goods, appropriate overheads are included. Obsolete inventories are adequately provided for.

#### F) Borrowing cost

Borrowing costs directly attributable to acquisition or construction of qualifying assets (i.e. those property, plant and equipment which necessarily take a substantial period of time to get ready for their intended use) are capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

#### G) Income Tax Accounting :

(a) Current Tax Provision is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of Income Tax Act, 1961.

(b) Deferred Tax is recognised, on timing difference, being the difference between taxable income and book profits that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

#### H) **Contingent Liabilities :**

Contingent liabilities are not provided for in the accounts and are shown separately in the notes on accounts

#### I) **Impairment of Assets :**

At each balance sheet date, the company assesses whether there is any indication that an asset may be impaired. If any indication exists, The company estimates the recoverable amount. If the carrying amount of the asset exceeds its estimated recoverable amount, an impairment loss is recognised in the Statement of Profit and Loss to the extent of carrying amount exceeds recoverable amount.

#### J) **Provisions :**

Provisions are recognised when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made.

#### K) **Cash and Cash Equivalents :**

Cash and Cash equivalents includes cash and cheque on hand, demand deposits with banks, fixed deposits and other short term highly liquid investments with original maturities of three months or less.

#### L) **Foreign Currency Transactions :**

Transactions in foreign currencies are recorded in Indian Rupees using the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, recorded monetary balances are reported in Indian Rupees at the rates of exchange prevailing at the balance sheet date. All realised and unrealised exchange adjustment gains and losses are dealt with in the profit and loss account.

#### M) **Employee Benefits :**

Employee benefits payable wholly within twelve months of the end of the reporting period are classified as short term employee benefits and are recognized as the employee renders service on an undiscounted basis. Contribution to Defined Contribution Scheme such as Provident Fund is charged to Statement of Profit and Loss as incurred. The Company also provide for retirement/ post retirement benefits in the form of gratuity. For current period, the company has provided gratuity provision based on Actuarial valuation.

As regards Leave Encashment, as per existing policy of the company, the employees are not entitled to accumulate such leave and therefore provision is not considered.

**Notes on Financial Statements for the Financial Year ended 31st March, 2024**

(Amount in '000)

		As at 31st Mar-24	As at 31st Mar-23
<b>1</b>	<b>SHARE CAPITAL</b>		
	<u>Authorised</u> 1,10,00,000 (P.Y. 1,10,00,000 ) Equity Shares of ₹ 10 each	110,000.00	110,000.00
	<u>Issued, Subscribed &amp; Paid up</u> 71,92,846 (P.Y. 62,54,649) Equity Shares of ₹ 10 each	71,928.46	62,546.49

**1.1 Details of Shareholders holding more than 5% shares**

Name of The Share Holder	As at 31st Mar-24		As at 31st Mar-23	
	No. of Shares	% Held	No. of Shares	% Held
Chandresh Saraswat	1,735,851	24.13	1,416,075	22.64
Santosh Kumar Saraswat	801,506	11.14	603,604	9.65
Abha Saraswat	906,847	12.61	695,202	11.11
Nisha Saraswat	550,791	7.66	488,949	7.82
Chandresh Saraswat HUF	399,487	5.55	397,380	6.35
Santosh Kumar Saraswat HUF	-	-	373,440	5.97

**1.2 The Reconciliation of the Number of shares outstanding is set out below.**

Particulars	As at 31st Mar-24	As at 31st Mar-23
Equity Shares at the beginning of the year	6,254,649	4,169,766
Add: Bonus Shares issued	938,197	2,084,883
Equity Shares at the end of the year	7,192,846	6,254,649

**1.3 Rights, Preferences and restrictions attached to shares**

The Equity shares of the Company, having face value of ₹ 10/- per share, rank pari passu in all respects including voting rights and entitlement of dividend.

**1.4 For the period of five years immediately preceding the date as at which the Balance Sheet is prepared:**

(a) Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash : NIL (Previous Year: NIL)

(b) Aggregate number and class of shares allotted as fully paid-up by way of bonus shares:

Year	Bonus Equity Shares No.
FY 2019-20	NIL
FY 2020-21	NIL
FY 2021-22	NIL
FY 2022-23	2,084,883
FY 2023-24	9,38,197

(c) Aggregate number and class of shares bought back: NIL (Previous Year: NIL)

**1.5 Shares held by Promoters**

Sr.	Name of Promoter	As at 31.03.2024		As at 31.03.2023		% Change during the year
		No. of Shares	% Held	No. of Shares	% Held	
1	Chandresh S. Saraswat	1,735,851	24.13	1,416,075	22.64	1.49
2	Santosh Kumar Saraswat	801,506	11.14	603,604	9.65	1.49

**Notes on Financial Statements for the Financial Year ended 31st March, 2024**

(Amount in '000)

	As at 31st Mar-24	As at 31st Mar-23
<b>2 RESERVES AND SURPLUS</b>		
Profit and Loss Account Balance		
As per Last Balance Sheet	11,860.34	4,283.82
Add: Profit/(Loss) for the year	12,989.62	11,418.14
Less: Utilised for Bonus Shares Issue	(9,381.97)	(3,841.62)
Less: Utilised for Interim Dividend	(7,192.85)	-
Closing Balance	<b>8,275.14</b>	<b>11,860.34</b>
	<b>Total</b>	<b>Total</b>
<b>3 LONG TERM BORROWINGS</b>		
<b>SECURED</b>		
HDFC Bank Limited	-	116.92
- 7.50% Term Loan secured against hypothecation of a Vehicle Repayable on monthly basis by August, 2024		
Indian Bank Limited	1,087.71	-
- 8.65% Term Loan secured against hypothecation of a Vehicle Repayable on monthly basis by October, 2026		
Indusind Bank Limited	9,548.28	10,402.55
- 8.00% Term Loan Secured against mortgage of immovable property or interest therein situated at Office No. 709-714, Sakar-V, Ashram Road, Ahmedabad-380 009 Repayable on monthly basis by January, 2033		
<b>UNSECURED</b>		
ICICI Bank Limited	-	2,793.21
- 15.00% Unsecured Term Loan		
Kotak Mahindra Bank	-	836.00
- 15.00% Unsecured Term Loan Repayable on monthly basis by October, 2024		
	<b>10,635.99</b>	<b>14,148.68</b>
<b>4 DEFERRED TAX ASSET / (LIABILITY)</b>		
Deferred Tax Asset	2,082.15	1,816.87
Deferred Tax Liability	-	-
	<b>2,082.15</b>	<b>1,816.87</b>
<b>5 OTHER LONG TERM LIABILITIES</b>		
Security Deposits (Trade)	2,426.98	1,935.26
	<b>2,426.98</b>	<b>1,935.26</b>
<b>6 LONG TERM PROVISIONS</b>		
Provision for Gratuity	2,030.23	2,019.52
	<b>2,030.23</b>	<b>2,019.52</b>
<b>7 SHORT TERM BORROWINGS</b>		
<b>SECURED</b>		
Loans repayable on Demand		
Indian Bank	7,909.61	8,001.07
- Primarily secured against hypothecation charge over entire Current Assets of the Company both Present and Future.		
- Collaterally secured against mortgaged against Factory Land and building situated at Santej , Dist- Gandhinagar and hypothecation of existing Plant and Machineries of the Company having W.D.V. ₹ 15.13 Lakhs.		
- CGTMSE Coverage under Hybrid Scheme (₹ 17.35 Lakhs)		

	(Amount in '000)	
	As at 31st Mar-24	As at 31st Mar-23
<b>Current Maturities of Long Term Borrowings (Note 3)</b>		
HDFC Bank Limited	117.53	268.36
Indusind Bank Limited	907.96	1,121.67
ICICI Bank Limited	-	1,662.34
Kotak Mahindra Bank Limited	836.00	1,497.09
Indian Bank Limited	618.84	-
	<b>10,389.94</b>	<b>12,550.53</b>
<b>8 TRADE PAYABLES</b>		
Trade Payable ageing schedule from the due date		
Particulars		
(i) MSME (Refer Note 36 )		
Not due	2,609.80	1,796.33
Less than 1 Year, 1-2 Year, 2-3 Years and More than 3 Years	-	-
(ii) DISPUTED DUE- MSME		
Less than 1 Year, 1-2 Year, 2-3 Years and More than 3 Years	-	-
<b>Total (A)</b>	<b>2,609.80</b>	<b>1,796.33</b>
(iii) OTHER THAN MSME		
Not due	33,786.04	43,989.66
Less than 1 Year, 1-2 Year, 2-3 Years and More than 3 Years	-	-
(iv) DISPUTED DUE- OTHERS THAN MSME		
Less than 1 Year, 1-2 Year, 2-3 Years and More than 3 Years	-	-
<b>Total (B)</b>	<b>33,786.04</b>	<b>43,989.66</b>
<b>Total (A+B)</b>	<b>36,395.84</b>	<b>45,785.99</b>
<b>9 OTHER CURRENT LIABILITIES</b>		
Dividend Payable FY2023-24	25.17	-
Duties and Taxes	1,032.74	2,124.77
Creditor for Expenses	4,987.41	3,324.20
	<b>6,045.32</b>	<b>5,448.97</b>
<b>10 SHORT TERM PROVISION</b>		
Provision for Income Tax (Net of Advance Tax)	-	1,639.86
Provision for Employee Benefits	93.93	32.58
	<b>93.93</b>	<b>1,672.44</b>
<b>11 LONG TERM LOANS AND ADVANCES</b>		
Capital Advance	-	-
Advances recoverable in Cash or Kind or for value to be received	-	321.22
Prepaid Expenses	61.42	70.20
Security Deposits	179.14	224.14
	<b>240.56</b>	<b>615.56</b>
<b>12 INVENTORIES</b>		
(As valued and certified by the Management)		
Raw Materials	9,365.44	6,698.22
Packing Materials	3,138.74	2,437.59
Work in Progress	327.42	855.15
Traded Goods	132.12	42.60
Finished Goods	4,061.42	4,312.56
Consumables	197.39	178.29
	<b>17,222.53</b>	<b>14,524.41</b>

**Notes on Financial Statements for the Financial Year ended 31st March, 2024**

		(Amount in '000)	
		As at 31st Mar-24	As at 31st Mar-23
<b>13</b>	<b><u>TRADE RECEIVABLES</u></b>		
	Total Amount	101,341.44	112,578.41
		<b>101,341.44</b>	<b>112,578.41</b>
	<u>Unsecured</u>		
	<b>Trade Receivable ageing schedule from due date</b>		
	Particulars		
	<u>(i) Undisputed Trade Receivable- Considered good</u>		
	Not Due	67,421.64	76,606.18
	Less than 6 Months	20,475.18	24,067.32
	6 Months - 1 Year	6,603.00	7,163.59
	1 year - 2 Years	5,511.49	3,754.03
	2 year - 3 Years	1,271.44	526.51
	More than 3 Years	58.69	460.78
	<b>Total (A)</b>	<b>101,341.44</b>	<b>112,578.41</b>
	<u>(ii) Undisputed Trade Receivable- Considered doubtful</u>		
	Less than 6 Months	159.30	59.62
	6 Months - 1 Year	310.74	170.23
	1 year - 2 Years	345.17	1,019.95
	2 year - 3 Years	1,414.59	381.12
	More than 3 Years	174.29	267.68
	Less: Provision for Doubtful Debt	(2,404.09)	(1,898.60)
	<b>Total (B)</b>	<b>-</b>	<b>-</b>
	<u>(iii) Disputed Trade Receivable- Considered good</u>		
	Less than 6 Months, 6 Months - 1 Year, 1 year - 2 Years, 2 year - 3 Years and More than 3 Years	-	-
	<b>Total (C)</b>	<b>-</b>	<b>-</b>
	<u>(iv) Disputed Trade Receivable- Considered doubtful</u>		
	Less than 6 Months, 6 Months - 1 Year, 1 year - 2 Years, 2 year - 3 Years and More than 3 Years	-	-
	<b>Total (D)</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>101,341.44</b>	<b>112,578.41</b>
<b>14</b>	<b><u>CASH AND BANK BALANCES</u></b>		
	<b><u>Cash and Cash Equivalent</u></b>		
	<u>Cash on Hand</u>	40.15	156.82
	- (As certified by the Management)		
	<u>Earmarked Balance with Bank</u>		
	Indian Bank Eq. Dividend A/c FY 2023-24	29.86	-
		<b>70.01</b>	<b>156.82</b>
<b>15</b>	<b><u>SHORT TERM LOANS AND ADVANCES</u></b>		
	(Unsecured considered Good)		
	Advances recoverable in Cash or Kind or for value to be received	2,459.53	3,016.60
	Balance with Government Authority	578.71	5.18
		<b>3,038.24</b>	<b>3,021.78</b>

16 FIXED ASSETS AND DEPRECIATION

Description	Gross Block				Depreciation				Net Block	
	Opening 01.04.2023	Addition adjustment during the year	(Deduction) during the year	As on 31.03.2024	Opening 01.04.2023	Addition adjustment during the year	(Deduction) during the year	Upto 31.03.2024	As at 31.03.2023	As at 31.03.2024
<b>Tangible Asset</b>										
Free Hold Land (Factory Land)	276.70	-	-	276.70	-	-	-	-	276.70	276.70
Office Building	26,430.25	-	-	26,430.25	10,586.31	1,510.24	-	12,096.55	14,333.70	15,843.94
Factory Building	2,117.98	-	-	2,117.98	1,703.93	38.80	-	1,742.73	375.25	414.05
Plant and Machinery	10,167.64	-	-	10,167.64	6,302.18	680.02	-	6,982.20	3,185.44	3,865.46
Furniture & Fixtures	3,986.35	128.68	-	4,115.02	3,125.72	222.68	-	3,348.40	766.62	860.63
Vehicles	9,200.31	2,943.09	-	12,143.40	5,432.54	1,669.51	-	7,102.05	5,041.35	3,767.77
Computer & Printer	689.25	144.23	-	833.48	521.58	157.97	-	679.55	153.93	167.67
Office Equipment	548.62	72.50	-	621.12	515.24	30.14	-	545.38	75.74	33.38
<b>Subtotal</b>	<b>53,417.09</b>	<b>3,288.49</b>	<b>-</b>	<b>56,705.58</b>	<b>28,187.50</b>	<b>4,309.37</b>	<b>-</b>	<b>32,496.86</b>	<b>24,208.72</b>	<b>25,230.00</b>
<b>Intangible Asset</b>										
Trademarks	124.40	-	-	124.40	108.12	6.60	-	114.72	9.68	16.28
Software	170.00	-	-	170.00	161.50	-	-	161.50	8.50	8.50
<b>Subtotal</b>	<b>294.40</b>	<b>-</b>	<b>-</b>	<b>294.40</b>	<b>269.62</b>	<b>6.60</b>	<b>-</b>	<b>276.22</b>	<b>18.18</b>	<b>24.78</b>
<b>Total :-</b>	<b>53,711.49</b>	<b>3,288.49</b>	<b>-</b>	<b>56,999.98</b>	<b>28,457.12</b>	<b>4,315.97</b>	<b>-</b>	<b>32,773.08</b>	<b>24,226.90</b>	<b>25,254.78</b>
Capital Work-in-Progress	-	-	-	-	-	-	-	-	-	-
Previous Year 2022-23	50,089.25	5,258.73	(1,636.49)	53,711.49	25,840.79	3,943.67	(1,327.34)	28,457.12	25,254.38	24,248.93

**Note 1.** Amortisation period of the trademarks is for 5 years as estimated by the management.

**Note 2.** One Car is registered in the name of a Director having Gross Block Rs. 4,173.73 ('000) [PY Rs. 4,173.73 ('000)] and Net Block Rs. 778.06/- [PY Rs. 1,135.53('000)]

**Notes on Financial Statements for the Financial Year ended 31st March, 2024**

(Amount in '000)

	As at 31st Mar-24	As at 31st Mar-23
<b>17 REVENUE FROM OPERATIONS</b>		
(A) Sales of Products	280,543.04	311,838.90
(B) Other Operating Income		
Export Incentives	90.00	95.91
	<b>280,633.04</b>	<b>311,934.81</b>
<b>18 OTHER INCOME</b>		
Interest Income	10.86	63.24
Profit on Sale of Fixed Assets	-	143.85
Exchange Gain / (Loss)	35.81	54.98
Bad Debt Recovery	326.51	524.52
	<b>373.18</b>	<b>786.59</b>
<b>19 COST OF MATERIAL CONSUMED</b>		
Raw Materials		
Opening Stock	6,698.22	8,846.67
Add : Purchase	152,603.70	198,875.80
Add: Freight Inward	1,032.30	1,047.42
	160,334.22	208,769.89
Less: Closing Stock	9,365.44	6,698.22
<b>Total (A)</b>	<b>150,968.78</b>	<b>202,071.67</b>
Packing Materials		
Opening Stock	2,437.59	2,686.49
Add : Purchase	26,997.25	29,340.12
Add: Packing Expenses	73.45	67.08
	29,508.29	32,093.69
Less: Closing Stock	3,138.74	2,437.59
<b>Total (B)</b>	<b>26,369.55</b>	<b>29,656.10</b>
<b>Total Cost of Material Consumed (A+B)</b>	<b>177,338.33</b>	<b>231,727.77</b>
<b>20 PURCHASE OF STOCK IN TRADE</b>		
Purchase	2,696.53	3,225.05
	<b>2,696.53</b>	<b>3,225.05</b>
<b>21 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE</b>		
Opening Balance		
Finished Goods- Traded	42.60	117.48
Finished Goods- Manufactured	4,312.56	5,338.06
Work-In- Progress	855.15	553.44
	<b>5,210.31</b>	<b>6,008.98</b>
Closing Balance		
Finished Goods- Traded	132.12	42.60
Finished Goods- Manufactured	4,061.42	4,312.56
Work-In- Progress	327.42	855.15
	<b>4,520.96</b>	<b>5,210.31</b>
<b>Decrease/ (Increase) in Stock</b>	<b>689.35</b>	<b>798.67</b>
<b>22 EMPLOYEE BENEFIT EXPENSES</b>		
Salary, Wages and Bonus	39,151.40	25,579.29
Contribution to Provident and Other Fund (Refer note 26a )	367.45	278.52
Workmen Compensation Insurance	18.76	18.73
Gratuity Expenses (Refer note 26b )	10.71	(27.27)
Staff Welfare	2.48	0.64
	<b>39,550.80</b>	<b>25,849.91</b>

**Notes on Financial Statements for the Financial Year ended 31st March, 2024**

		(Amount in '000)	
		As at 31st Mar-24	As at 31st Mar-23
<b>23</b>	<b>FINANCE COST</b>		
	Interest Expenses		
	Working Capital and Term Loans	2,701.67	3,357.82
	Others	553.20	295.26
		<b>3,254.87</b>	<b>3,653.08</b>
<b>24</b>	<b>OTHER EXPENSES</b>		
1	Consumption of Stores and spare parts	26.04	39.03
2	Power & fuel	1,252.63	1,512.53
3	Rent Expenses*	895.00	750.00
4	Rates & Taxes	521.46	459.54
5	Auditor Remuneration (Refer note 27 )	107.50	90.00
6	Bank Charges	152.63	128.84
7	Conveyance	392.19	151.05
8	Commission Expenses	3,380.12	1,748.84
9	Petrol/Diesel Delivery Vehicles	429.68	671.38
10	Insurance	167.61	214.07
11	Electricity Expenses	193.44	169.41
12	Freight & Clearance Expenses	10,529.81	7,222.27
13	General Charges	382.04	359.75
14	Legal & Professional Fees	1,022.44	555.89
15	Postage & Courier	119.49	107.76
16	Printing & Stationary	127.27	128.96
17	Scheme, Sample, Rebate & Discount	4,264.19	2,958.20
18	Repairs & Maintenance		
	Building	175.94	654.32
	Plant and Machinery	842.19	515.60
	Others	173.49	304.29
19	Telephone, Mobile and internet charges	347.06	276.85
1	Advertisement & Sales Promotion Expenses	982.43	470.87
2	Travelling Expenses	8,006.95	4,661.10
3	Bad Debt Written Off	759.51	1,882.05
4	Provision/ (Write back) for Doubtful Debts (net)	505.48	1,216.21
5	Share Capital Increase Expenses	-	988.26
		<b>35,756.59</b>	<b>28,237.07</b>

\* The Company has not executed any non-cancellable lease agreement.

**25 (a) Contingent Liabilities (to the extend not provided for)**

Claims against the company not acknowledged as debts	Current Year	Previous Year
- Value Added Tax (Gujarat ) FY 2012-13	-	321.22

The company is in second appeal in regard to assessment made against which ₹ Nil previous year Rs. 321.22 ('000) is already paid under protest and shown in long term loans and advances as advances recoverble in cash or kind.

**(b) Estimated amount of contracts remaining to be executed on capital account**

- Commitments (Net of Advance)	Current Year	Previous Year
	-	175.00

**Notes on Financial Statements for the Financial Year ended 31st March, 2024**

(Amount in '000)

	As at 31st Mar-24	As at 31st Mar-23
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**26 Employee Benefits**
**a) Defined Contribution Plan:**

The company makes provident fund (PF) contributions to defined contribution benefit plans for eligible employees. Under the scheme the company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions specified under the law are paid to government authorities (PF Commissioner).

**b) Defined Benefit Plan:**

As per revised Accounting Standard 15 (AS-15) "Employee Benefits", The Company has recognised in the financial statements in respect of Employee Benefits Schemes as per Actuarial Valuation as on 31st March, 2024.

## (i) Component of Employer Expenses recognized in Statement of Profit and Loss Account

Particulars	Current Year	Previous Year
Current Service Cost	511.61	375.96
Interest Cost	143.39	151.46
Expected Return of Plan Assets	-	-
Net actuarial losses (gains) recognised in the year	(644.29)	(554.69)
Expenses recognised in Statement of Profit and Loss	<b>10.71</b>	<b>(27.27)</b>

## (ii) Movement in present value of defined benefit obligation

Particulars	Current Year	Previous Year
Obligation at the beginning of the year	2,019.52	2,046.79
Current Service Cost	511.61	375.96
Interest Cost	143.39	151.46
Benefit paid	-	-
Actuarial losses/ (gain)	(644.29)	(554.69)
Present Value of Benefit obligation at the end of year	<b>2,030.23</b>	<b>2,019.52</b>

## (iii) Net Liability/ (Asset) recognized in Balance Sheet

Particulars	Current Year	Previous Year
Present Value of Obligation	2,030.23	2,019.52
Fair Value of Plan Assets	-	-
Net Liability/ (Asset) recognised	<b>2,030.23</b>	<b>2,019.52</b>

**27 Auditors Remuneration** (Exclusive of Tax)

Particulars	Current Year	Previous Year
Statutory Audit Fees	100.00	90.00
Certification Fee	7.50	-
<b>Total</b>	<b>107.50</b>	<b>90.00</b>

**28 Remuneration to managing and whole time directors included in respective head of expenses in Note 22 is**

Particulars	Current Year	Previous Year
(a) Salary	2,238.50	1,768.50
(b) Bonus	186.48	147.33
<b>Total</b>	<b>2,424.98</b>	<b>1,915.83</b>

(Amount in '000)

	As at 31st Mar-24	As at 31st Mar-23
<b>29</b> Pursuant to Accounting Standard (AS) 22 "Accounting for Taxes on Income", the Component and classification of deferred tax assets and liabilities on account of timing differences as on 31st March, 2024 and 31st March, 2023 are given below:		

**Deferred Tax Liability/(Asset) -Net**

Particulars	Current Year	Previous Year
Deferred Tax Liability	-	-
Deferred Tax (Assets)	(2,082.15)	(1,816.87)
Deferred Tax Liability/(Assets) - Net	(2,082.15)	(1,816.87)

**Component of Deferred tax Liabilities/ (Assets)**

Particulars	Opening balance	Charge/ (Credit) in Profit or Loss	Closing balance
Property, Plant and Equipments	(830.68)	(135.35)	(966.03)
Provisions	(986.19)	(129.93)	(1,116.12)
<b>Total</b>	<b>(1,816.87)</b>	<b>(265.28)</b>	<b>(2,082.15)</b>

**30 Related Party Disclosure:**

Annexure-I

**1. Name of the related parties and their relationships:**

Description	Name of Related Parties	Designation
Key Managerial Personnel	Chandresh S. Saraswat	Managing Director
	Ankita Saraswat	Whole Time Director
	Santosh Kumar Saraswat	Non Executive Director
	Abhay Shrivastava	Independent Director
	Rajesh G. Shah	Independent Director
	Zarna Shah	Independent Director
	Lokeshkumar Edival	Chief Financial Officer
	Nidhi Devesh Bhatt	Company Secretary & Compliance Officer
Relative of Key Managerial Personnel	Pooja Saraswat	Employee

**2. Transaction during the year**

	Current Year	Previous Year
(a) Remunerations, Allowances and Bonus		
Chandresh S. Saraswat	1,934.78	1,185.14
Ankita Saraswat	490.20	730.69
Lokeshkumar Edival	709.99	660.01
Nidhi Devesh Bhatt	539.99	428.00
Pooja Saraswat (Upto 30.06.2023)	72.00	306.49
(b) Director Sitting Fee		
Santosh Kumar Saraswat	15.00	12.50
Abhay Shrivastava	15.00	12.50
Rajesh G. Shah	15.00	12.50
<b>Total</b>	<b>3,791.96</b>	<b>3,347.83</b>

**31 Earning per share (EPS)**

Particulars	Current Year	Previous Year
Face value of Equity Shares (Rs. per equity share)	10.00	10.00
(a) Net Profit after Tax available for Equity Shareholders (Rupees)	12,989,620	11,418,140

**Notes on Financial Statements for the Financial Year ended 31st March, 2024**

(Amount in '000)

	As at 31st Mar-24	As at 31st Mar-23
Weighted average number of Equity Shares Original	6,254,649	4,169,766
Impact of Bonus Issue affected during the year (allotment of 9,38,197 (P.Y. 20,84,883) Bonus shares at face value of ₹ 10/- each)	938,197	3,023,080
(b) Weighted Average number of Equity Shares post bonus used as denominator in Calculating Earning per Share	7,192,846	7,192,846
(c) Basic and Diluted Earning per Share (a/b) in ₹	2.08	2.74
<b>32 Other Expenditure in Foreign Currency</b>	<b>Current Year</b>	<b>Previous Year</b>
Foreign Currency Remittance Charges	34.18	29.54
<b>Total</b>	<b>34.18</b>	<b>29.54</b>
<b>33 Earning in Foreign Exchange - FOB Export [Including Deemed Export of 11.76 ('000)- PY- 14.89 ('000)]</b>	<b>7,098.61</b>	<b>7,392.66</b>

**34 Dividend**

The Board of Directors, in their meeting, held on 8th November, 2023 the board declared an amount of ₹ 1/- per equity shares (Face Value of ₹ 10/- each) as interim dividend (Previous Year NIL) which was distributed to equity shares holder. The amount of interim dividend distributed to equity share holder was ₹ 7,192.85 ('000) (Previous Year NIL).

**35 Ratios**

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance above 25%
Current Ratio	Current Assets	Current Liabilities	2.30	1.99	15.58%	N.A.
Debt- Equity Ratio	Total Debt	Shareholder's Equity	0.85	1.12	-24.11%	Refer note (a)
Debt Service Coverage Ratio	Earnings available for Debt Service	Debt Service	0.9	0.67	34.33%	Refer note (b)
Return on Equity Ratio	Net profit after tax	Average Shareholder's equity	16.20%	15.35%	5.54%	N.A.
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	11.39	14.65	-22.25%	N.A.
Trade Receivable Turnover Ratio	Net credit sales	Average account receivable	2.62	2.84	-7.75%	N.A.
Trade Payable Turnover Ratio	Net credit purchases	Average Account Payable	4.47	4.65	-3.87%	N.A.
Net Capital Turnover Ratio	Net Sales	Working Capital	4.08	4.81	-15.18%	N.A.
Net Profit Ratio	Net Profit	Net Sales	4.62%	3.65%	26.60%	Refer note (c)
Return on Capital Employed	Earning before interest and tax	Capital Employed	21.68%	20.47%	5.91%	N.A.
Return on Investment	Net profit after tax	Fixed Assets	53.62%	45.21%	18.59%	N.A.

**Notes on Financial Statements for the Financial Year ended 31st March, 2024**

(Amount in '000)

	As at 31st Mar-24	As at 31st Mar-23
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- (a) The Debt Equity ratio has decreased due to narrowing the gap between overall debt by repayment of it and increase in equity.
- (b) The Debt Service Coverage ratio has increased due to increase in operating income in current year and reduction in debt as compared to previous year.
- (c) The Net Profit ratio has increased due to decrease in raw material cost in current year as compared to previous year.

**36 Disclosures required under Section 22 of Micro, Small and Medium Enterprise Development Act, 2006**

Particulars	Current year	Previous Year
(i) Principal amount (not due) remaining unpaid to any supplier as at the end of the accounting year	2,609.80	1,796.33
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

The above information regarding dues to Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

**37** Debtors, Creditors, Loans & Advances are subject to confirmation by parties. The company has issued confirmation letters to such parties and differences if any, shall be reconciled in the current year.

**38** The Parliament of India has approved the Code of Social Security, 2020 (the Code) which may impact the contributions by the Company towards provident fund, gratuity and ESIC. The Code has been published in the Gazette of India however; the effective date has not yet been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective, if any.

**39** The Company is operating in single segment i.e. Speciality Chemicals-Adhesives and does not have any other identified reportable segment, so reporting as per Accounting Standard -17 (AS-17 Segment Reporting) issued by ICAI, is not applicable to the Company.

**40 Other Statutory Information:**

- a) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- b) The company has not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Balance Sheet.
- c) There are no transactions and / or balance outstanding with companies struck off under section 248 of the Companies Act, 2013.

**Notes on Financial Statements for the Financial Year ended 31st March, 2024**

(Amount in '000)

	As at 31st Mar-24	As at 31st Mar-23
d) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.		
e) The company does not have any investments through more than two layers of investment companies as per section 2(87) (d) and section 186 of Companies Act, 2013.		
f) There are no Schemes of Arrangements that have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.		
g) The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date. There are no discrepancy in utilisation of borrowings.		
h) Utilisation of Borrowed funds and share premium:		
1) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding, whether recorded in writing or otherwise, that the intermediary shall lend or invest in party identified by or on behalf of the Company.		
2) The Company has not received any fund from any party(s) (funding Party) with the understanding that the Company shall whether , directly or indirectly lend or invest in other persons or entities identified by on behalf of the Company (ultimate beneficiary) or provide any guarantee, security or like on behalf of the ultimate beneficiaries.		
i) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.		
j) The Company does not have any transactions which are not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)		
k) Details in respect of difference in respect of current assets as per books and details as provided in quarterly returns filed by the company with the bank is not required to be given since the borrowing by the company is less than Rs. 5 Crore.		

**41** Previous Year figures have been re-grouped and re-arranged wherever necessary to confirm to the current year presentation.

Signatures to Notes 1 to 41 forming part of Balance Sheet and Profit and Loss Account.

As per our attached report of even date

**For, Pankaj K. Shah Associates**

FRN- 107352W

CHARTERED ACCOUNTANTS

**CA Pankaj K. Shah**

Partner

M. No. 34603

Place : AHMEDABAD

Date: 28th May, 2024

UDIN : 24034603BKBSUH7069

**For and on behalf of the Board of Directors**

**Chandresh S. Saraswat**

Managing Director

DIN: 01475370

**Nidhi Devesh Bhatt**

Company Secretary &

Compliance Officer

Place : AHMEDABAD

**Santosh Kumar Saraswat**

Director

DIN: 00236008

**Lokeshkumar Edival**

Chief Financial Officer

Date: 28th May, 2024



# YUG DECOR LIMITED

CIN: L24295GJ2003PLC042531

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

## ATTENDANCE SLIP

**To be handed over at the Entrance.**

I/We hereby record my/our presence at the 21<sup>st</sup> 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 28<sup>th</sup> September, 2024 at 12:00 Noon.

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

CIN: L24295GJ2003PLC042531

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

## 21<sup>st</sup> Annual General Meeting – 28<sup>th</sup> September, 2024 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 21<sup>st</sup> Annual General Meeting of the Company, to be held on 28<sup>th</sup> September, 2024 at 12:00 P.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 on March 31, 2024 together with the Report of Board of Directors and Report of Auditors thereon. (Ordinary resolution)		
2	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. (Ordinary resolution)		
3	To appoint M/s. P.D. Goinka & Co., Chartered Accountants, Ahmedabad (Firm Registration No 103260W) as the Statutory Auditors of the Company.  (Ordinary resolution)		
4	Approval of payment of remuneration to Mr. Chandresh S. Saraswat (Din: 01475370), Managing Director of the Company. (Special Resolution)		
5	Approval of payment of remuneration to Ms. Ankita Saraswat (Din: 05342198), Whole Time Director of the Company. (Special Resolution)		
6	Increase in the Authorized Share Capital and consequent alteration of Memorandum Of Association of the Company. (Ordinary resolution)		
7	To consider increase in borrowing powers of the Company under Section 180(1) (c) of the Companies Act, 2013. (Special resolution)		

Signed this ..... Day of ..... 2024

.....  
Signature of the Member

.....  
Signature of the proxy holder(s)

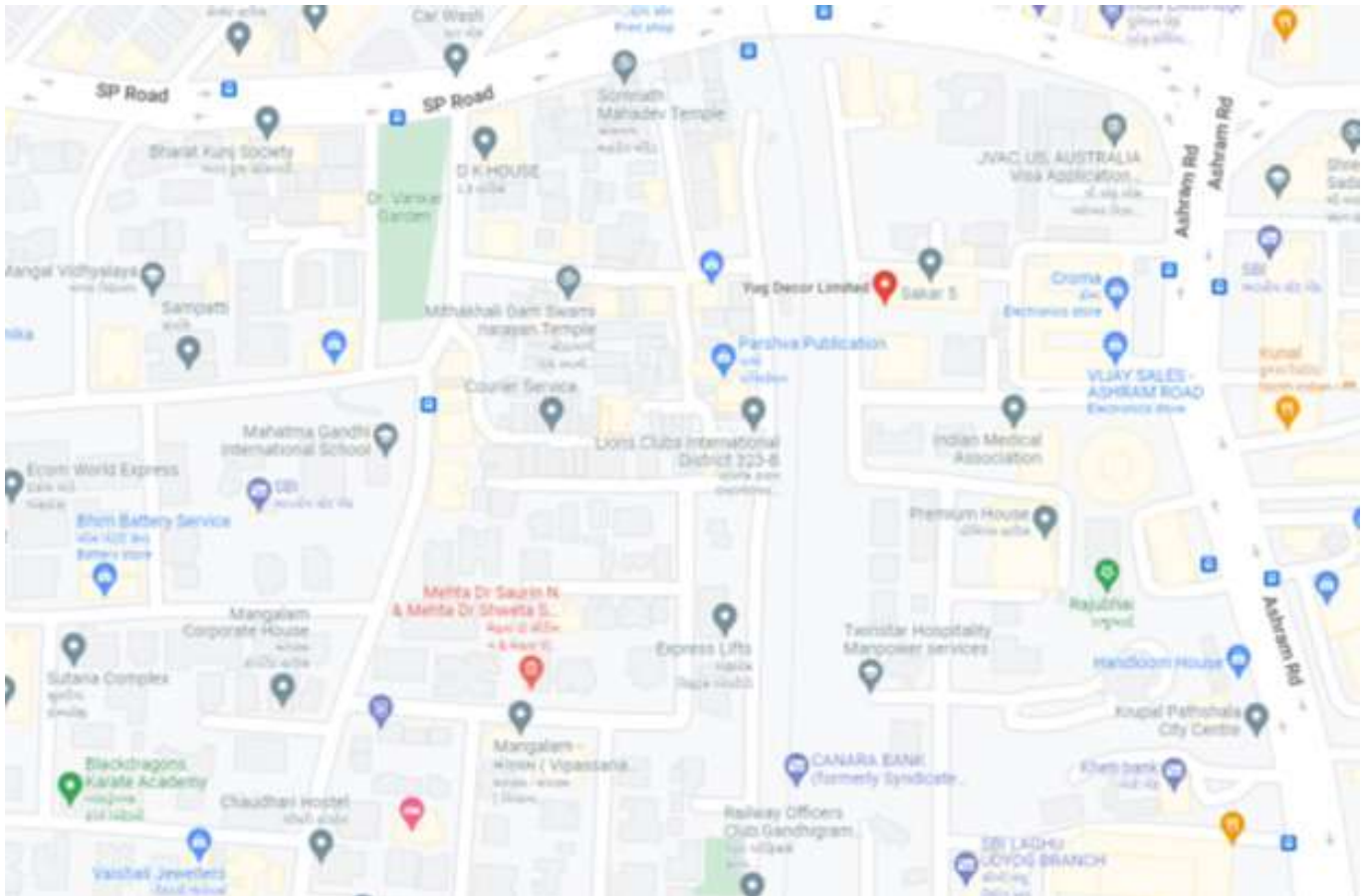
Affix Rs. 1/- Revenue Stamp
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**Notes :**

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



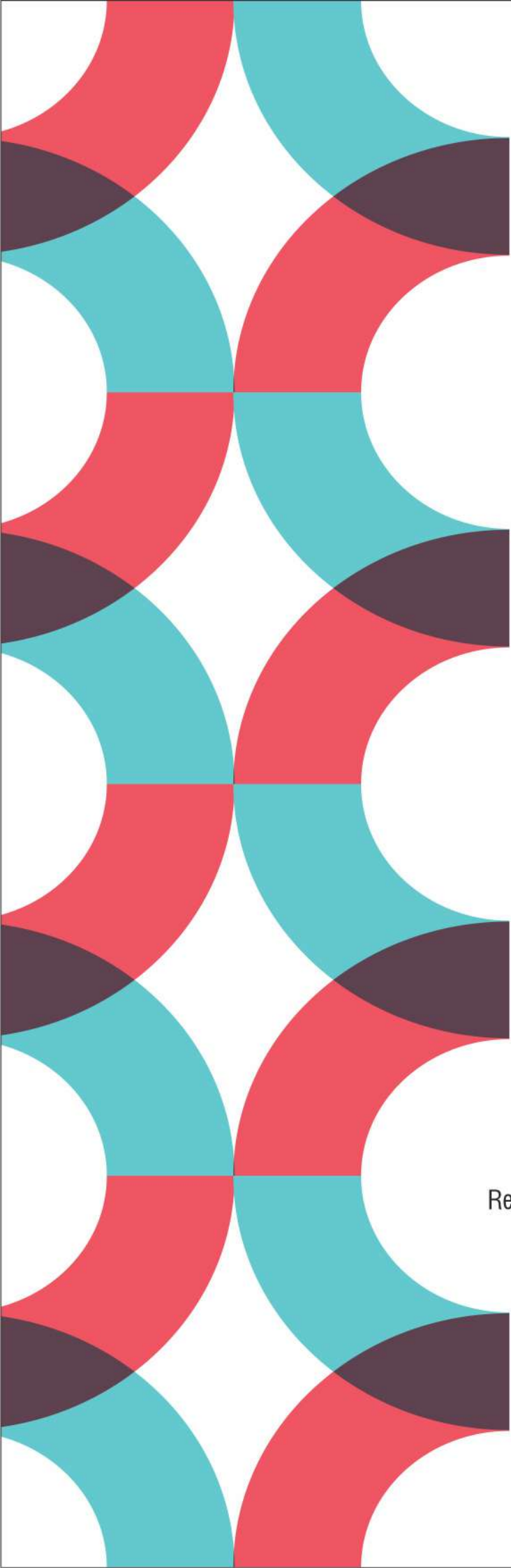
### Registered Office:

709-714, Sakar-V, B/h Old Natraj Cinema,  
Ashram Road, Ahmedabad- 380 009, Gujarat.

Tel No: 079 26580920/48955109

E mail: [account@yugdecor.com](mailto:account@yugdecor.com)

Website: [www.yugdecor.com](http://www.yugdecor.com)



Yug Chale Yugo Tak

CIN : L24295GJ2003PLC042531

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Phone : 079-2658 0920 / 079 4895 5109