



NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting ('AGM') of the members of **YUG DECOR LIMITED** will be held on Saturday, 20th September, 2025 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 31st March, 2025 together with the Board's Report and Report of Auditors thereon.

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:

To appoint a director in place of Ms. Ankita Saraswat (DIN: 05342198), Whole-Time Director of the Company, who retires by rotation and being eligible, offers herself for reappointment.

“RESOLVED THAT Ms. Ankita Saraswat (DIN: 05342198), who retires by rotation, being eligible and willing for re-appointment be and is hereby re-appointed as a Director of the Company, subject to retirement by rotation on such remuneration as may be fixed by the Board of Directors”.

SPECIAL BUSINESS:

3. TO CONSIDER AND APPROVE THE APPOINTMENT OF SECRETARIAL AUDITORS:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of Audit Committee & Board of Directors, M/s Riddhi Khaneja & Associates (CP.No. 17397), Practising Company Secretaries, be and hereby appointed as Secretarial Auditors of the Company for conducting Secretarial Audit for a period of five consecutive years i.e. from FY 2025-26 till FY 2029-30 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.”

4. INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT in accordance with the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the existing Authorized Share Capital of the Company totalling 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 to Rs. 17,00,00,000/- (Rupees Seventeen Crores Only) divided into 1,70,00,000 (One Crore Seventy 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. 17,00,00,000/- (Rupees Seventeen Crores Only) divided into 1,70,00,000 (One Crore Seventy 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.”

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

Date: 27th August, 2025

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:

PROXY RELATED

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend, and on a poll, to vote instead of himself/herself and such proxy need not be a member of the company.
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty-Eight) hours before the time of the meeting. Proxies submitted on behalf of companies & other entities must be supported by appropriate resolution / authority, as applicable. During the period beginning 24 hours before the time fixed for 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 three days of advance notice in writing is given to the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the 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. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE APPOINTING ORGANISATION. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. THE PROXYHOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.

E-VOTING RELATED

5. 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.
6. 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 or to the scrutinizers

of the Company at mukeshpamnani23@gmail.com.

7. Any member proposing to seek any clarification on the annual report is requested to send queries to the Company at its registered office at least seven days prior to the date of AGM to enable the Management to compile the relevant information to reply the same in the meeting.
8. Voting rights shall be reckoned on paid-up value of shares registered in the name of the member / beneficial owner as on the cut-off date i.e. September 12, 2025.
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. . September 12, 2025 only shall be entitled to avail the facility of remote e-voting/voting at the AGM.

10. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on September 17, 2025.

End of remote e-voting: At 5.00 p.m. (IST) on September 19, 2025

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by our Registrar and Share Transfer Agent (RTA) -Satellite Corporate Services Private Limited upon expiry of the aforesaid period.

11. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.yugdecor.com and on the website of our RTA i.e. service@satellitecorporate.com. The results shall simultaneously be communicated to the Stock Exchanges.

INSPECTION OF DOCUMENTS RELATED

12. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, and a copy of Company's MOA and AOA will be available for inspection by the members during the Annual General Meeting of the Company. Also, a draft copy of the modified Memorandum of Association would be available for inspection by the members as stated above.
13. The said Notice of AGM along with the Annual Report, Attendance Slip and Proxy Form have been sent to Members whose names are recorded in the Register of Members / Register of Beneficial owners as on August 22, 2025, by permitted / requisitioned mode individually at their registered postal address / sent electronically at their e-mail address available with the Company or with the Depository Participant(s).
14. The Notice calling the 22nd AGM has been uploaded on the website of the Company in the path as follows: <https://yugdecor.com/annual-reports-notices-results-ydl/>. The Annual Report is also available under the Financial Results under the path as follows: <https://yugdecor.com/annual-reports-notices-results-ydl/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.



15. Members are requested to bring their copy of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for participation at the meeting.
16. 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.
17. Members are requested to write their Client ID and DP ID in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
18. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time with their respective Depository Participants ('DP's').

PAN, KYC DETAILS AND NOMINATION UPDATE

19. The Members are requested to:
 - Notify immediately any change in their registered address to their DP's in respect of their holdings in electronic form.
 - Register their email address/bank details/mobile number and changes therein from time to time with their respective DP's.
 - Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., September 12, 2025 may obtain the login id and password by sending a request at service@satellitecorporate.com.
20. In accordance with the provisions of Section 72 of the Companies Act, 2013, read with Rule 19(1) of the Rules made thereunder, members are entitled to specify nominations in respect of the Equity Shares held by them.
21. 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 maintain their demat accounts.

IEPF RELATED

22. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.

GENERAL INSTRUCTIONS FOR MEMBERS/PROXIES

23. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under Item no 3 of the Notice as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Requirements, 2015 and under Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.

24. In terms of the provisions of Section 152 of the Companies Act, 2013, Ms. Ankita Saraswat (DIN: 05342198), Whole-Time Director of the Company who retires by rotation at forthcoming Annual General Meeting and being eligible, offers herself for re-appointment.
25. Details of the Directors proposed to be appointed / re-appointed as required in terms of Regulation 36(3) of the SEBI LODR and Secretarial Standards on General Meetings ("Secretarial Standards – 2") issued by The Institute of Company Secretaries of India, are provided at the end and form an integral part of this Notice as Annexure – A.
26. 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.
27. Register of Members and the Share Transfer Books of the Company will remain closed from 13th September, 2025 to 20th September, 2025. (Both days inclusive).
28. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of 22nd Annual General Meeting and the Annual Report 2024-25 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, website of Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com (the Authorised agency for providing remote e-voting facility and e-voting system during AGM).
29. 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.
30. 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.
31. 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.
32. 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.
33. 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.
34. The Annual Report of the Company for the year ended March 31, 2025 along with Notice, process and manner of remote e-voting, Attendance Slip and Proxy form are being sent by e-mail to those Members who have registered their e-mail address with Company/ Company's Registrar and Share Transfer Agents / 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.

35. 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. Members who would like to obtain PDF copy may write an email to the cs@yugdecor.com.
36. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members on all working days between 10.00 a.m. IST to 5.00 p.m. IST from the date of circulation of this Notice up to the date of AGM, i.e. September 20, 2025. Members seeking to inspect such documents can send an e-mail to cs@yugdecor.com.
37. 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.
38. A route map giving directions to reach the venue of 22nd 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, 17th September, 2025** at **9:00 A.M.** and ends on **Friday, 19th September, 2025** 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, 12th September, 2025** 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.

(iv) 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 abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

<p>Type of shareholders</p> <p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>Login Method</p> <p>1.Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and \ password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. RTA e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL as mentioned below:</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e. Satellite Corporate Services where the e-Voting is in progress.
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Individual Shareholders holding securities in demat mode with NSDL Depository

1. User already registered for IDeAS facility:

Visit URL: <https://eservices.nsdl.com>

- a) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.
- b) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”
- c) Click on the e-Voting service provider name Satellite Corporate Services and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.

2. User not registered for IDeAS e-Services

- a) To register click on link : <https://eservices.nsdl.com>
- b) Select “Register Online for IDeAS” or click at [https:// eservices.nsdl.com/ Secure Web/IdeasDirectReg.jsp](https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp)
- c) Proceed with completing the required fields.
- d) Follow steps given in point 1.

3. Alternatively by directly accessing the e-Voting website of NSDL as mentioned below:

- a) Open URL: [https://www.evoting. nsdl.com/](https://www.evoting.nsdl.com/)
- b) Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- c) A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. Satellite Corporate Services Limited.
- e) On successful selection, you will be redirected to Satellite Corporate Services Limited e-Voting page for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 2. Once logged-in, 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. 3. Click on options available against company name or e-Voting service provider – Satellite Corporate Services Limited and you will be redirected to e-Voting website of Satellite Corporate Services Limited for casting your vote during the remote e-Voting period without any further authentication.
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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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022- 4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) 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.
- 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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> • 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.
Dividend Bank Details OR 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"> • 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.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company name > i.e. in this case <Yug Decor Limited> on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) 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 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.
 - 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 22nd AGM Notice and Annual Report 2024-25.
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 21 09911.
 - 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, 25th 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 21 09911.
 - 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 and he has communicated his willingness to be appointed.
 - 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

ITEM-3

TO CONSIDER AND APPROVE THE APPOINTMENT OF SECRETARIAL AUDITORS:

In compliance with the Regulations 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board of Directors, at its meeting held on May 27, 2025, upon the recommendation of the Audit Committee, has recommended the appointment of M/s Riddhi Khaneja & Associates (CP. No. 17397), Practising Company Secretaries, as the Secretarial Auditor of the Company for a term of five (5) years, commencing from the financial year 2025–26. She is presently serving as the Secretarial Auditor of the Company.

In terms of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex a Secretarial Audit Report, given by a Practising Company Secretary, along with its Board's Report.

Ms. Riddhi Khaneja is a Fellow Member of the Institute of Company Secretaries of India (ICSI) having an extensive experience in corporate law, governance and regulatory compliances. Based on her professional qualifications, experience and independence, the Board recommends her appointment as the Secretarial Auditor of the Company. The Board is of the opinion that such appointment would be beneficial to the Company, given her experience and professional standing.

In compliance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable SEBI circulars w.r.t. to such appointment and related disclosures, the appointment of the Secretarial Auditor, including her remuneration and tenure, must be disclosed to and approved by the shareholders. The necessary disclosures in this regard are provided herein as under –

The remuneration proposed is ₹50000 per annum fixed for an initial period of two years, exclusive of taxes and reimbursements. The Board of directors is proposed to be empowered, in consultation with the Audit Committee, to subsequently revise such remuneration in consultation with the Secretarial Auditor. The remuneration fixed is commensurate with his qualification, experience, the size of the company's business. Furthermore she is proposed to be appointed as Secretarial Auditors of the Company for conducting Secretarial Audit for a period of five consecutive years i.e. from FY 2025-26 till FY 2029-30.

The Board recommends the resolution for her appointment for approval of the members as an **Ordinary Resolution**.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s), set out at Item No. 3 of this Notice.

ITEM-4

ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION:

The Existing Authorized Share Capital of the Company is 16,00,00,000/- (Rupees Sixteen crores) divided into 1,60,00,000 (One crore sixty Lakhs) Equity Shares of ₹10/- (Rupees Ten) each.

The Company is proposing to expand plywood business and pivot the business according to the future requirement. In order to meet the same there is a need to increase the authorized share capital of the Company.

It is therefore proposed to reclassify and thereafter effect a suitable change in the existing Authorized Share Capital. As such, it is proposed to reclassify the existing Authorized Share Capital from 16,00,00,000/- (Rupees Sixteen Crores only) comprising of 1,60,00,000 (One crore sixty lakhs) Equity Shares of ₹10/- (Rupee Ten) each to 17,00,00,000/- (Rupees Seventeen Crores only) comprising of 1,70,00,000 (One crore seventy lakhs) Equity Shares of ₹10/- (Rupee Ten) each .

The aforesaid alteration of the Authorized Share Capital will require consequential amendment to the Capital Clause V of the Memorandum of Association of the Company.

Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013 ('the Act'), the said reclassification of the Authorized Share Capital and the consequent alteration of Capital Clause of the Memorandum of Association of the Company, requires approval of the members of the Company by way of an ordinary resolution. Accordingly, the approval of members is sought for passing the resolution set out at Item No. 4 of this Notice as an **Ordinary Resolution**.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s), set out at Item No. 4 of this.

ANNEXURE A

Details of Directors seeking appointment / reappointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable Secretarial Standard issued by the Institute of Company Secretaries of India

Name of Director:	Ms. Ankita Chandresh Saraswat
DIN	05342198
Date of Birth	28/07/1991 (34 years)
Date of Appointment	07/02/2022
Tenure of appointment	Retirement by rotation
Qualification	MBA in Marketing and Human Resources
Expertise in Specific functional area	She has industry specific expertise in launching and implementing various Marketing and Human Resources development initiatives in the Company
Terms and Conditions of appointment or reappointment	As per the agreement executed by the Company with her on 7th February, 2022, available for inspection by the Members of the Company
Directorship held in other Listed/ Unlisted Companies	Mobiqode IT Solutions Private Limited
Membership of Committee in other Listed Companies	None
Category	Executive Whole-time Director
Relationship with other directors	Ms. Ankita Chandresh Saraswat is Daughter of Mr. Chandresh Saraswat Chairman & Managing Director of the Company and Grand daughter of Mr. Santosh Kumar Saraswat Non-Executive Director of the Company.
No. of Board Meetings attended during the year 2024-25	9/9
Shareholding in the Company as on March 31, 2025	She held 3,92,438 equity shares in the Company as on 31 st March, 2025.
Remuneration sought to be paid and last drawn	Remuneration paid during financial year 2024-25 and Remuneration proposed to be paid during year 2025-26 will be not exceeding 12 lakhs per annum

For other details such as the number of meetings of the board attended during the year, please refer to the Boards Report which forms part of this Annual Report.

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

Date: 27th August, 2025

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**



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 22nd 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 Saturday, 20th September, 2025 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

22nd Annual General Meeting – 20th September, 2025 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 22nd Annual General Meeting of the Company, to be held on Saturday, 20th September, 2025 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, 2025 together with the Report of Board of Directors and Report of Auditors thereon.(Ordinary resolution)		
2	To appoint a director in place of Ms. Ankita Saraswat (DIN: 05342198), Whole-Time Director of the Company, who retires by rotation and being eligible, offers herself for reappointment. (Ordinary resolution)		
3	To appoint M/s Riddhi Khaneja& Associates (CP. No. 17397), Practising Company Secretaries, as the SecretarialAuditors of the Company. (Ordinary resolution)		
4	Increase in the Authorized Share Capital and consequent alteration of Memorandum Of Association of the Company. (Ordinary resolution)		

Signed this Day of 2025

.....
Signature of the Member

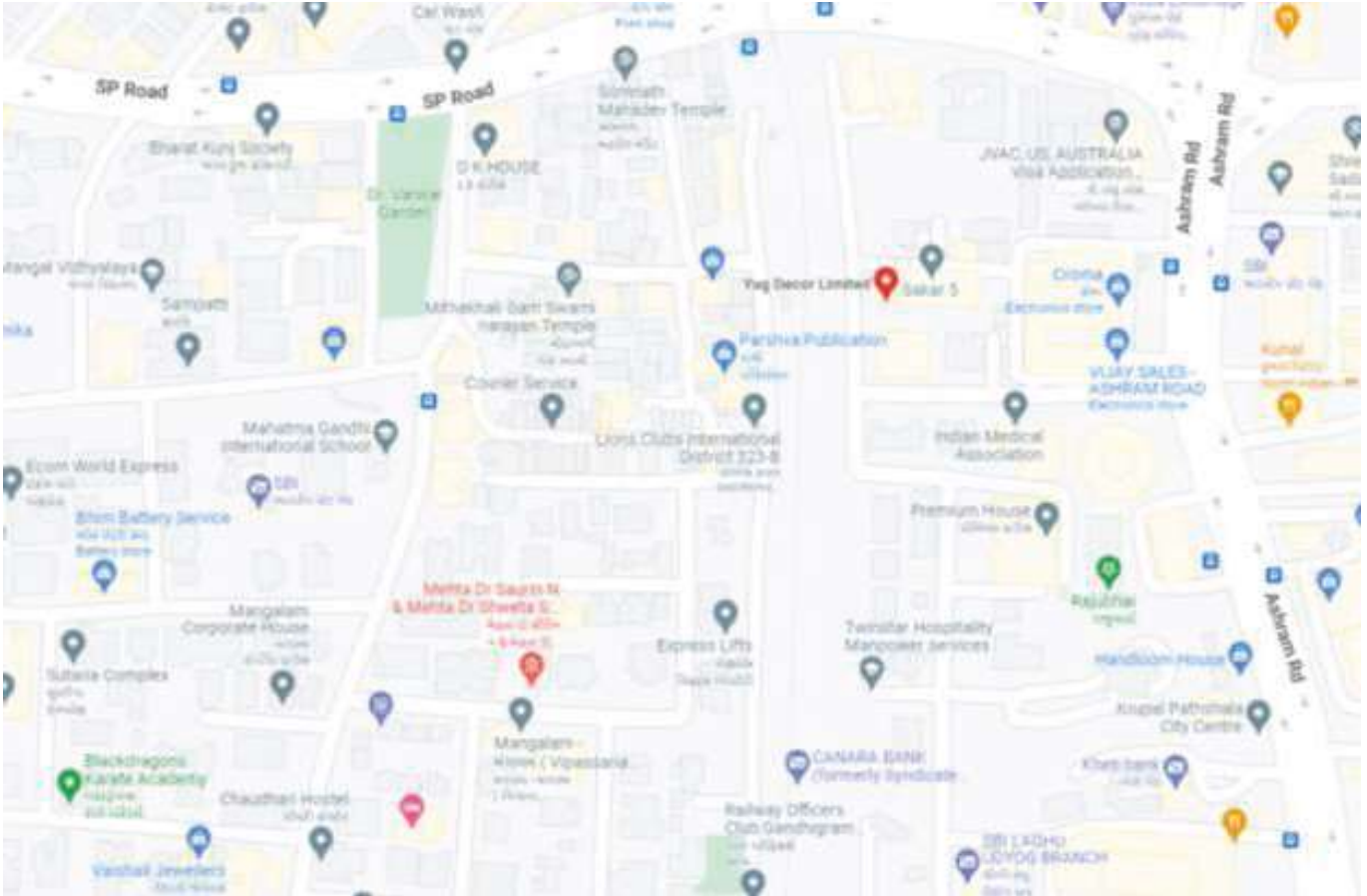
.....
Signature of the proxy holder(s)

Affix Rs. 1/- Revenue Stamp

Notes :

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

Route Map of the Venue of the AGM



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

Website: www.yugdecor.com