

Notice of 26Th Annual General Meeting

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of Rushil Decor Limited (CIN: L25209GJ1993PLC019532) will be held on **Friday, 18th day of December, 2020 at 11:15 AM** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Report of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 0.50 (Fifty Paise) per Equity Share of ₹ 10/- each for the Financial Year ended 31st March, 2020.
3. To appoint a Director in place of Mr. Ghanshyambhai A. Thakkar (DIN: 00208843), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To change the Designation of Mr. Ramanik Tejabhai Kansagara from Director to Whole-Time Director and approve Remuneration payable to him**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), rules made thereunder, and Articles of Association of the Company, designation of Mr. Ramanikbhai Tejabhai Kansagara be and is hereby changed from Director to Whole-time Director of the Company w.e.f. 1st August, 2020 for a period of four years upon such terms and conditions including remuneration payable to him as set out in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice of this Annual General Meeting.

RESOLVED FURTHER THAT any Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

5. **Appointment of Miss Archee Darshanbhai Thakkar (DIN: 08603730) as an Independent Director of the Company for a First term of five consecutive years**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provision of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (“Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Miss Archee Darshanbhai Thakkar, who was appointed as an Additional Independent Director of the Company with effect from 11th day of November, 2019 for a period of five years by the Board of Directors of the company based on the recommendation of Nomination and Remuneration Committee in their meeting held on 11th day of November, 2019, and who holds office up to the date of this Annual General Meeting and who also meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1) of the Listing Regulations and who have submitted a declaration to that effect and in respect of whom the company has received a notice in writing form a Member under Section 160 of Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of Five consecutive years effective from 11th day of November, 2019 to 10th day of November, 2024 on the Board of the Company.

RESOLVED FURTHER THAT any Directors and/or Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

6. **To approve the increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association.**

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

“RESOLVED THAT pursuant to Section 13, 61, 64 and other applicable provisions if any of the Companies Act, 2013 as amended from time to time and as may be applicable, including any statutory

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modifications or re-enactment thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, subject to approval of the Registrar of Companies, Ahmedabad, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from ₹ 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹ 10/- (Rupees Ten) each to ₹ 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of ₹ 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorised Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of ₹ 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things which may be necessary including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting through VC / OAVM (“AGM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM and the AGM shall be deemed to be convened and held at the registered office of the Company for the purpose of meeting statutory requirement under the Companies Act, 2013 or any

other statute. The Recording/transcript of the AGM shall also be made available on the website of the Company www.rushil.com, as soon as possible after the Meeting is over.

2. The explanatory statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to special business under Item No. 4 to 6 to be transacted at the Meeting is annexed hereto and forms part of the notice.

The relevant details as required under Regulation 26(4) and 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India of the Person seeking appointment/re-appointment as Director under Item No. 3 to 5 of the Notice are also annexed.

3. Generally, pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to shalin_cs@yahoo.com with a copy marked to evoting@nsdl.co.in and ipo@rushil.com

5. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to e-vote.

6. The Company’s RTA for its share registry work (physical and electronic) is M/s. Bigshare Services Private Limited located at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059, Maharashtra. Tel No.: 022- 62638200, Email: investor@bigshareonline.com and Website: www.bigshareonline.com.

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7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, 12th day of December, 2020 to Friday, 18th day of December, 2020** (both days inclusive) for payment of final dividend and Annual General Meeting.
8. The Final dividend, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on the end of the day on **Friday, 11th day of December, 2020** as per the details furnished to the Company by Depositories for this purpose.

For shares held in physical form: To all the Members after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on **Friday, 11th day of December, 2020.**

9. Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April 2020. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

A. RESIDENT SHAREHOLDERS:

A.1 Tax Deductible at Source for Resident Shareholders

Sr. No	Particulars	Withholding tax Rate	Documents required (if any)
1	Valid PAN updated in the Company's Register of Members	7.5%	No document required (if no exemption is sought)
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority

A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no.4 of the below table with the Company / Registrar and Share Transfer Agents (RTA) of the Company

Sr. No (1)	Particulars (2)	Withholding tax rate (3)	Documents required (if any) (4)
1	Submission of form 15G/15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions.
2	Shareholders to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc.	NIL	Documentary evidence that the said provisions are not applicable.
3	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4	Category I and II Alternative Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961

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Sr. No (1)	Particulars (2)	Withholding tax rate (3)	Documents required (if any) (4)
5	<ul style="list-style-type: none"> • Recognised provident funds • Approved superannuation fund • Approved gratuity fund 	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6	New Pension System Trust	NIL	No TDS as per section 197A (1E) of Income Tax Act, 1961

B. NON-RESIDENT SHAREHOLDERS:

Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following document as mentioned in column no.4 of the below table with the Company / RTA of the Company

Sr. No (1)	Particulars (2)	Withholding tax rate (3)	Documents required (if any) (4)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate.
2	Other Non-resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	<p>To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. Form 10F filled & duly signed 3. Self-declaration for non-existence of permanent establishment/ fixed base in India <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company)</p>
3	Indian Branch of a Foreign Bank	Nil	<p>Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority</p> <p>Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank</p>
4	Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

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10. The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / RTA of the Company post payment of the dividend.
11. The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be submitted by email to account@rushil.com with copy marked to ipo@rushil.com on or before 5.00 P.M. IST on **Friday, December 18, 2020** to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post 5.00 P.M. IST on **Friday, December 18, 2020** shall not be considered.
12. Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / RTA of the Company.
13. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
14. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
15. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.
16. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts will be used by the Company for the payment of Dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Member. Members holding shares in demat form are requested to intimate all changes pertaining to their bank account details, email address, nominations, power of attorney, change of name, change of address, PIN code etc., only to their Depository Participants if shares held in dematerialised form and to the RTA of the Company if shares held in physical form.
17. Members holding shares in electronic mode may note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants.
18. In the absence of availability of NECS/ECS facility, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest once the normalcy is restored.
19. As per Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities.

In view of this and to eliminate all risks associated with the physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the company or our RTA - Bigshare Services Private Limited for assistance in this regard. Members can also visit the Company's Website https://rushil.com/investors_pdf/other/Guidance_on_Dematerialisation_of_Physical_Shares.pdf to know the process of Dematerialisation of Shares.
20. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **December 11, 2020** (Seven days before AGM) through email on ipo@rushil.com. The same will be replied by the Company suitably.
21. Pursuant to provision of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") and relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to Investor Education and Protection Fund ("IEPF") constituted

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by the Central Government. The Company had, during the financial year 2019-20, accordingly transferred ₹ 3,207/- being unpaid and unclaimed dividend amount pertaining to final dividend for financial year 2011-12 to the IEPF. Details of unpaid /unclaimed dividend are also uploaded on the company's website www.rushil.com. Members, who have not encashed Final Dividend for Financial year 2012-13 or any subsequent dividend declared by the Company, are advised to write to the Company immediately at the Corporate office of the company or to the RTA of the company Big Share Services Private Limited at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059, Maharashtra. Tel No.: 022- 62638200, email address: investor@bigshareonline.com and website: www.bigshareonline.com.

22. Pursuant to the provisions of IEPF Rules, all equity shares in respect of which dividend has not been paid or claimed for last seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 5 equity shares of ₹ 10/- each on which the dividend remained unpaid or unclaimed for last seven consecutive years with reference to the due date of 20th September, 2019, were transferred during the Financial Year 2019-20 to the IEPF Account, after following the prescribed procedure. Further, all the shareholders who have not claimed / encashed their dividends in the last seven consecutive years from Financial Year 2012-13 are advised to claim the same. In case, valid claim is not received, the Company will proceed to transfer the respective equity shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.
23. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.rushil.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com/>. Those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 26th AGM and the Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address ipo@rushil.com.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
24. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
25. To support the 'Green Initiative', members who have not recorded or registered their email addresses are requested to register their e-mail address and changes, if any, with the Depository Participants, if the shares are held in dematerialised form and with the Company if the shares are held in physical form.
26. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office and Corporate Office of the Company on all working days during business hours prior to date of Annual General Meeting.
27. Members can avail the facility of nomination in respect of securities held by them pursuant to the provision of Section 72 of the Companies Act, 2013. Members holding shares in physical form and desiring to avail this facility may send their nomination in the prescribed form duly filled to RTA of the Company. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.
28. 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

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their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

29. During the 26th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>.
30. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
31. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer the facility of voting through electronic means in respect of the businesses to be transacted at the AGM.

The facility of voting through electronic means is provided through the e- voting platform of National Securities Depository Limited (“remote e-voting”).

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

32. The Members holding shares as on the cut-off date i.e. **Friday, 11th day of December, 2020** shall be reckoned for voting purpose and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off-date.
33. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on **Monday, 14th day of December, 2020** (9:00 am IST) and ends on **Thursday, 17th day of December, 2020** (5:00 pm IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **Friday, 11th day of December, 2020** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - (ii) The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- (iii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- (iv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- (v) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above.
- (vi) Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (vii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
34. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:
- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/ members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - (ii) Members are encouraged to join the Meeting through Laptops for better experience.
 - (iii) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
 - (iv) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - (v) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop

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connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- (vi) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker 7 days prior to meeting by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at ipo@rushil.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (vii) Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990.

35. Other Instructions:

- i) The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, would count the votes cast during the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the 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.

- ii) The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the Meeting date subject to receipt of the requisite number of votes in favor of the resolutions.
- iii) The results of voting declared along with Scrutinizer's Report(s) will be published on the website of the Company (www.rushil.com) and on the website of NSDL e-Voting at <https://www.evoting.nsdl.com/> within 48 hours from the conclusion of the Meeting and the same shall also be simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.
- iv) The Company has appointed CS Shalin Jain, Practicing Company Secretary (ACS Membership No: 30427 & CP No.: 21379) as the Scrutinizer for overseeing remote e-voting process in a fair and transparent manner.
- v) The shareholders are requested to write to the Company Secretary at the below mentioned address for resolving their grievances:

Name: Modi Hasmukh Kanubhai
 Designation: Company Secretary
 Address: Rushil House, Near Neelkanth Green Bungalow, Off. Sindhu Bhavan Road, Shilaj, Ahmedabad -380058
 Email: ipo@rushil.com
 Telephone: (079) 61400400
 Fax: (079) 61400401

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

FOR ITEM NO. 4:

At the 25th Annual General Meeting of the Company held on 21st September, 2019, the members had appointed Mr. Ramanik Tejabhai Kansagara as a Director of the Company, liable to retire by rotation.

Mr. Ramanik Tejabhai Kansagara is under graduate and since 1994 he is associated with the Company at three Laminated Sheets Manufacturing Plants. Presently, he is looking the total production process at the laminate sheet manufacturing plants. He has a wide experience of around 28 years in the Laminate Industry. He is trust worthy and has given his contribution for expansion and development of the company. He has entrusted the substantial control of the affairs of the manufacturing Laminate plants of the Company. He has wide experience and expertise about the quality and rate of raw material, functioning of plant and machinery, customer requirements, administration and management, budgeting, etc.

In view of his rich and vast experience and distinguished career, the Board considers that his continued association would be of immense benefit to the Company.

Based on the recommendations of the Nomination & Remuneration Committee, in the Board Meeting held on 30th July, 2020, the Board of Directors of the Company ("the Board") have changed the designation of Mr. Ramanik Tejabhai Kansagara from Director to Whole Time Director of the Company w.e.f. 1st August, 2020 for a period of four years and also approved the remuneration payable to him subject to the approval of the members in General meeting.

Members' approval is sought to change the designation of Mr. Ramanik Tejabhai Kansagara from Director to Whole-time Director of the Company and to approve remuneration payable to him in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Detailed particulars of terms and conditions including remuneration payable to Mr. Ramanikbhai Tejabhai Kansagara are as follows:

TENURE OF APPOINTMENT:

Mr. Ramanik Tejabhai Kansagara shall hold office of a Whole-time Director of the Company for a period of four years from 1st August, 2020 up to 31st July, 2024, liable to retire by rotation.

NATURE OF DUTIES:

The appointee shall devote his whole time and attention for the business of the Company and particularly to look into the affairs of the manufacturing units of the Company

situated at Gujarat. He may also carry out such duties as may be decided by the Board of Directors from time to time.

Mr. Ramanikbhai Tejabhai Kansagara was already nominated by the Board of Directors of the Company at their meeting held on 2nd February, 2019 as "occupier" under the Section 2(n) in The Factories Act, 1948 for controlling the affairs of all the Factories of the Company and carry out such functions and roles as mentioned under the Factories Act, 1948 from time to time and he shall be continued for the said post.

AGGREGATE REMUNERATION:

Gross remuneration of ₹ 1,79,218/- (Rupees One Lakh Seventy Nine Thousand Two Hundred and Eighteen Only) per month inclusive of perquisites and allowances with such periodical increments or changes as may be decided by the Human Resource Department of the Company from time to time however that the aggregate remuneration will not exceed the maximum permissible limit as prescribed under Section 197 of the Companies Act, 2013 during the tenure of his appointment.

BENEFITS, PERQUISITES AND OTHER ALLOWANCES:

Perquisites, Allowances and other benefits as decided by the Human Resource Department of the Company will be provided and it will be considered in aggregate remuneration except perquisites prescribed under Section IV of Part II of Schedule V of the Companies Act, 2013, if any provided by the Company, which shall not be included in the computation of the ceiling on remuneration as prescribed under Section 197 of the Companies Act, 2013.

OTHER TERMS OF APPOINTMENT:

- i. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit in such manner as may be agreed between the Board and the Appointee subject to the compliances of provisions and schedule V of the Companies Act, 2013 and other applicable laws.
- ii. All personnel policies of the Company and the related rules which are applicable to other employees and Directors of the Company will also be applicable to the Appointee unless specifically provided otherwise.
- iii. The terms and conditions of appointment with the Appointee also include clauses pertaining to adherence with the code of conduct applicable to all Board Members and Senior Management Personnel of Rushil Décor Limited, no conflict of interest with the company and maintenance of confidentiality.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 (Contd.)

Mr. Ramanikbhai Tejabhai Kansagara satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act.

The Whole-time Director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

Mr. Ramanikbhai Tejabhai Kansagara will be considered as "Rotational Director" of the Company as per Section 152 of the Companies Act, 2013.

Brief resume and other details of Mr. Ramanik T. Kansagra whose appointment is proposed here provided in the annexure to the Explanatory Statement attached herewith.

Resolution set out in Item No. 4 and its explanatory statement no. 4 will be treated as written memorandum setting out terms of appointment as whole-time director under Section 190(1)(b) of the Companies Act, 2013.

None of the other directors / Key Managerial Personnel of the Company / their relatives other than Mr. Ramanik T. Kansagra or his relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution set out in Item No. 4 of the Notice for approval by the shareholders as an Ordinary Resolution.

FOR ITEM NO. 5

The Board of Directors of the Company appointed Miss Archee Darshanbhai Thakkar (DIN: 08603730) as an Additional Independent Director of the Company at its meeting held on 11th November, 2019 with effect from 11th November, 2019 for a period of five years under section 161(1) of the Companies Act, 2013 based on the recommendation of the Nomination and Remuneration Committee given in its meeting held on 11th November, 2019. In terms of Section 161(1) of the Companies Act, 2013, she holds office only up to the date of the ensuing Annual General Meeting ('AGM') but she is eligible for appointment as an Independent Director, whose office shall not be liable to retire by rotation. The Company has in terms of Section 160(1) of the Companies Act, 2013 received a notice in writing from a Member proposing her candidature for the office of Independent Director of the Company.

Miss Archee Thakkar has completed Inter stage of Chartered Accountancy Course and has ability to read and understand

basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

Further, Miss Archee possesses relevant expertise and experience and fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and she is independent of the management.

The Company has received from Miss Archee Darshanbhai Thakkar (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) Intimation in form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) Declaration to the effect that she meets the criteria of independence as provided in section 149 (6) of the Companies Act, 2013 read with Regulation 16(1) and Regulation 25(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and (iv) Declaration pursuant to BSE circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that she is not been debarred from holding office of director by virtue if any order passed by Securities and Exchange Board of India or any other such authority.

Brief resume and other details of Miss Archee Darshanbhai Thakkar whose appointment is proposed hereby provided in the annexure to the Explanatory Statement attached herewith.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Miss Archee Darshanbhai Thakkar as an Independent Director.

The terms and conditions of appointment of Miss Archee Darshanbhai Thakkar shall be open for inspection through electronic mode and the same shall also be available at the Company's website www.rushil.com.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Miss Archee Darshanbhai Thakkar as Independent Director is now being placed before the Members for their approval.

Save and except Miss Archee D. Thakkar, none of the other directors / Key Managerial Personnel's of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution set out in Item No. 5 of the Notice for approval by the shareholders as an Ordinary Resolution.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 (Contd.)

FOR ITEM NO. 6

The current Authorised Share Capital of the Company is ₹ 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹ 10/- (Rupees Ten) each.

In order to meet the future funding requirements of the Company, if any, extra Authorised Share Capital should be available with the Company for issuing fresh equity share capital. Therefore, the Company is require to increase its Authorised Share Capital and consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The Board at its meeting held on **October 31, 2020** has proposed to increase the authorised share capital to ₹ 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of ₹ 10/- (Rupees Ten) each.

Pursuant to the provisions of Sections 13 and other applicable provisions of the Companies Act, 2013, increase in the authorised share capital and alteration of the capital clause of the Memorandum of Association, requires

approval of the members.

The Board recommends the resolution set forth in Item No. 6 relating to the increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association for the approval by the Members of the Company by way of an Ordinary Resolution.

None of the Director, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 6.

By Order of the Board,
For Rushil Décor Limited

Date: 31.10.2020
Place: Ahmedabad

Hasmukh K. Modi
Company Secretary

Registered Office: S. No. 125, Nr. Kalyanpura Patia,
Vill. Itla, Gandhinagar Mansa Road,
Tal. Kalol, Dist. Gandhinagar - 382845.

Corporate Identification Number:

L25209GJ1993PLC019532

Website: www.rushil.com

Annexure to Item No. 3 To 5 of the Notice

Information as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India with respect to the Appointment / Re-appointment of Directors at the ensuing Annual General Meeting is as under:

Name of the Director	Mr. Ghanshyambhai A. Thakkar	Mr. Ramanikbhai Tejabhai Kansagra	Miss Archee Thakkar
Director Identification Number	00208843	08341541	08603730
Date of Birth	18.11.1943	15.09.1963	17.03.1994
Date of joining the Board	08.03.2007	02.02.2019	11.11.2019
Qualification	B.Sc., Diploma in Civil Engineering	Undergraduate	Inter Chartered Accountant
Nature of expertise in specific functional areas	Vast Experience in General Management, Production and Purchase. He has experience of more than 40 years in the laminate and wood-based industry.	Vast experience in production of laminate sheets	She has Experience in the field of Audit, Accounting and Taxation.
No. of Shares held in the Company as on 31st March, 2020	1990900	NIL	NIL
Directorship (Other than Rushil Décor Limited)	NIL	NIL	NIL
Committee Memberships/ Chairmanship held in other Companies (Other than Rushil Décor Limited)	NIL	NIL	NIL
Disclosure of relationships between Directors inter-se	Mr. Ghanshyambhai A. Thakkar is a father of Mr. Krupeshbhai G. Thakkar (Managing Director) of the Company	No relationship	No relationship