



**RUSHIL**

DECOR LIMITED

WE'LL MAKE IT

**RUSHIL DECOR LIMITED**

**CIN:** L25209GJ1993PLC019532

**Registered Office:** S. No. 125, Near Kalyanpura Patia, Village Itla, Gandhinagar Mansa Road, Tal. Kalol, Gandhinagar-382845, Gujarat, India

**Corporate Office:** Rushil House, Near Neelkanth Green Bungalow, Off. Sindhu Bhavan Road, Shilaj, Ahmedabad-380058, Gujarat, India

**Tel:** +91 79 61400400 **E-mail:** [ipo@rushil.com](mailto:ipo@rushil.com) **Website:** [www.rushil.com](http://www.rushil.com)

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## NOTICE OF POSTAL BALLOT

**(Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)**

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively **'MCA Circulars'**), to transact the special business as set out hereunder by passing Ordinary and Special Resolutions by way of postal ballot only, by voting through electronic means (**'remote e-voting'**).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent (**'RTA'**). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting. The detailed procedure for remote e-voting process forms part of the 'Notes' section of this Notice.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the board of directors of the Company vide resolution dated 24 May, 2024 has appointed M/s. SPANJ & Associates, Practicing Company Secretaries, Ahmedabad as the Scrutinizers for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.rushil.com](http://www.rushil.com). Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

<b>Commencement of e-voting</b>	<b>09:00 Hrs. IST on Tuesday, 04 June 2024</b>
<b>End of e-voting</b>	<b>17:00 Hrs. IST on Wednesday, 03 July 2024</b>

The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. The last date of e- voting, i.e., **03 July 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutinizer will submit his report to the Chairman or any person authorized by him in writing. The results of e-voting will be declared on or before **Friday, 05 July 2024**. The results declared along with the Scrutinizer's Report, will be placed on the website of the Company <https://rushil.com> and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or any person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz., BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.

## **SPECIAL BUSINESS**

### **ITEM No. 1:**

**Approval for Sub-division/ split of existing 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 10 (Ten) Equity Shares of face value of Rs. 1/- (Rupee One) each fully paid up**

**To consider and if thought fit, to pass the following resolution as 'Ordinary Resolution':**

**"RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, applicable provisions of the Securities Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory/regulatory authority(ies) and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the approval of the Members of the Company be and is hereby accorded for the sub-division of 1 (One) Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten Only) each fully paid into 10 (Ten) Equity Shares of the Company of face value of Rs. 1/- (Rupee One) each fully paid up.

**RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 10 (Ten) Equity Shares of face value of Rs. 1/- (Rupee One) each, from the record date as may be fixed by the Board of Directors of the Company or such other person authorised by the Board in this behalf and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs.10/- (Rupees Ten Only) each of the Company.

**RESOLVED FURTHER THAT** upon sub-division of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company, before sub-division.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company and/ or the Chairman and Managing Director and/ or the Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub- division of equity shares and to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution”.

## **ITEM No. 2**

### **Alteration of Capital Clause (Clause V) of the Memorandum of Association of the Company**

**To consider and if thought fit, to pass the following resolution as ‘Ordinary Resolution’:**

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company, and subject to such other approval(s)/ consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the Members of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following

***V. ‘The Authorized Share Capital of the Company is Rs.40,00,00,000 (Rupees Forty Crores only) divided into 40,00,00,000 (Forty Crore) equity shares of Rs.1/- (Rupee One) each’***

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or the Chairman and Managing Director and/ or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution(s), including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution”.

**Registered Office:**

S. No. 125, Near Kalyanpura Patia,  
Village Itla, Gandhinagar Mansa Road,  
Tal. Kalol, Gandhinagar-382845,  
Gujarat, India

Date: May 24, 2024  
Place: Ahmedabad

**By order of the Board  
For, RUSHIL DECOR LIMITED**

**Hasmukh K Modi  
Company Secretary  
Membership No.: FCS 9969**

Notes:

1. The explanatory statement, pursuant to the provisions of Section 102 read with Section 110 of the Act and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed and forms part of this Postal Ballot Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members/ Depositories' records, as the case may be, as on the cut-off date **Friday, 24 May 2024** and whose email address is registered with the Company's RTA/ Depository Participants (DP). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to nonregistration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. The last date of e-voting, i.e., **03 July 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. Further, resolution passed by the Members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
5. The Postal Ballot Notice will also be available on the Company's website [www.rushil.com](http://www.rushil.com), websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. Members who have not yet registered/ updated their e-mail addresses are requested to register/ update the same with their Depository Participants (DP) in case the shares are held in demat mode and with Company's RTA, in case the shares are held in physical mode. Members are requested to register/ update their e-mail addresses to enable the Company/ RTA to send communications through e-mail.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC etc.

For shares held in demat mode: To their DPs.

For shares held in physical mode: To Bigshare Services Private Limited, Company's RTA, in the prescribed Form ISR-1. The said form is available at [www.rushil.com](http://www.rushil.com)

8. Members are requested to send all communications relating to shares to the Company's Registrar and Transfer Agents (RTA) at the following address:

Bigshare Services Private Limited Office No.  
S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Next to Ahura Center, Mahakali Caves Road, Andheri (East), Mumbai - 400093  
Tel No.: +91-22-62638200 & + 91-22-6263 8222  
Email: [Investor@bigshareonline.com](mailto:Investor@bigshareonline.com)

9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically by the Members from the date of circulation of this Postal Ballot Notice up to the last date of e-voting. Members seeking to inspect such documents can send an email to [ipo@rushil.com](mailto:ipo@rushil.com).
10. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, the MCA Circulars and Regulation 44 of SEBI Listing Regulations, the Company is providing the facility of e- voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e- voting facility.
11. The e-voting period commences from **Tuesday, 04 June 2024 (09.00 Hrs. IST) and ends on Wednesday, 03 July 2024, (17.00 Hrs. IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members/ Depositories' records, as the case may be, as on the cut-off date **Friday, 24 May 2024**, may cast their vote electronically. Once the vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.
12. The Company has appointed M/s. SPANJ & Associates, Practicing Company Secretaries, Ahmedabad as the Scrutinizers for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner.
13. The last date of e- voting, i.e., **03 July 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. The Scrutinizer will submit his report to the Chairman or any person authorized by him in writing. The results of e-voting will be declared on or before **Friday, 05 July 2024**. The results declared along with the Scrutinizer's Report, will be placed on the website of the Company [www.rushil.com](http://www.rushil.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or any person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz., BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.
15. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date **Friday, 24 May 2024**. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
16. **How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e- Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>                <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> </ol>

	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting Feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your Vote during the remote e-Voting period.

**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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Password details for shareholders other than Individual shareholders 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. 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle are active.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e- Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csdoshiac@gmail.com](mailto:csdoshiac@gmail.com) and [ipo@rushil.com](mailto:ipo@rushil.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [investor@bigshareonline.com](mailto:investor@bigshareonline.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e- Voting**" tab in their login.

2. 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](http://www.evoting.nsdl.com) to reset the password.

3. 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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [ipo@rushil.com](mailto:ipo@rushil.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), 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 [ipo@rushil.com](mailto:ipo@rushil.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1 & 2**

The Equity Shares of your Company are listed and traded on BSE Ltd. and National Stock Exchange of India Ltd. The need was felt to appropriately sub-divide/split the equity shares of the Company into smaller denominations to encourage wider participation of small investors thereby enhancing liquidity of the equity shares of the Company in the Stock Market.

Accordingly, the Board of Directors of the Company at their meeting held on **24<sup>th</sup> May, 2024** considered and approved the proposal and recommended to sub-divide/ split the existing 1 equity share of the Company of face value of Rs. 10/- each fully paid up into 10 equity shares of face value of Rs. 1/- each fully paid, subject to approval of the Members and other statutory and regulatory approvals, as applicable.

Further, the sub-division of shares as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association (“MOA”) of the Company to reflect the change in face value of each Equity Share of the Company from existing Rs.10/- (Rupees Ten only) each to proposed Rs.1/- (Rupee One only) each. Hence, the Board in its Meeting held on **24<sup>th</sup> May, 2024** also considered and recommended for amendment in the existing Clause V of the MOA to reflect the change in proposed face value of each Equity Share of the Company. The proposed sub-division/ split of equity shares will not result in any change in the amount of authorized, issued, subscribed and paid-up share capital of the Company.

The authorized, issued, paid-up and subscribed share capital of the Company pre and post the proposed sub-division / split is given below:

Type of Capital	Pre-sub-division			Post sub-division		
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital	4,00,00,000	10	40,00,00,000	40,00,00,000	1	40,00,00,000
Issued Share Capital	2,67,98,864	10	26,79,88,640	26,79,88,640	1	26,79,88,640
Subscribed and Paid-up Share Capital	2,67,96,682	10	26,79,66,820	26,79,66,820	1	26,79,66,820

As per the provisions of Section 13 and Section 61 of the Companies Act, 2013, approval of the Members by passing Ordinary Resolution is required for sub-division/ split of equity shares and consequent amendment in the Memorandum of Association of the Company.

Hence, the Board recommends the resolution set out in item Nos. 1 & 2 of this Postal Ballot Notice for the approval of the Members of the Company by way of an Ordinary Resolutions.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at item nos. 1 & 2 of this Postal Ballot Notice except to the extent of their respective shareholding in the Company, if any.

**Registered Office:**

S. No. 125, Near Kalyanpura Patia,  
Village Itra, Gandhinagar Mansa Road,  
Tal. Kalol, Gandhinagar-382845,  
Gujarat, India

Date: May 24, 2024  
Place: Ahmedabad

**By order of the Board  
For, RUSHIL DECOR LIMITED**

**Hasmukh K Modi  
Company Secretary  
Membership No.: FCS 9969**