



## RUSHIL DECOR LIMITED

Corporate Identification No.: L25209GJ1993PLC019532

Regd. Office: S.No. 125, Nr. Kalyanpura Patia, Gandhinagar Mansa Road, Village Itla, Tal. Kalol, Dist. Gandhinagar – 382845

Corporate Office: "Rushil House", Near Neelkanth Green Bungalow, Off Sindhu Bhavan Road, Shilaj, Ahmedabad-380058

Email ID: cs@virlaminate.com Website: www.virlaminate.com Tel.: (079) 61400400 Fax: (079) 61400401

### NOTICE OF POSTAL BALLOT

PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

**TO**

#### THE MEMBERS OF RUSHIL DÉCOR LIMITED

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of The Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulation, that the Resolutions appended below are proposed to be passed by the members through Postal Ballot which includes voting by electronic means.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulation, 2015, the Members may cast their votes either through Postal Ballot Form or through electronic voting (e-Voting). Those Members opting for e-Voting may follow the procedure as recommended by Central Depository Services Limited ('CDSL'), the e-Voting agency appointed for the purpose, under E-VOTING INSTRUCTIONS of this Notice.

The Board of Directors has appointed Mrs. Mihika S. Jain, Practicing Company Secretary, Ahmedabad as Scrutinizer for conducting the Postal Ballot voting process, including remote e-Voting, in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer not later than closing of working hours (5.00 P.M.) on **Friday, April 13, 2018**. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that any Postal Ballot Form(s) received after the closing hours of the said date shall be deemed invalid. No other form or photocopy thereof is permitted.

Members desiring to opt for e-voting as per the facility arranged by the company are requested to read the instructions in the Notes under the section "Voting through Electronic Means" References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit her report to the Chairman or any other authorized person of the Company after completion of the scrutiny of the Postal Ballots voting process, including remote e-Voting. The results of the Postal Ballot (including remote e-Voting) shall be declared by the Chairman or any other authorized person of the Company on **Saturday, April 14, 2018** or any other day as permitted under the Statute during the business hours at the corporate office of the Company.

The results of the Postal Ballot will be displayed and posted on the Company's website viz., www.virlaminate.com and also be intimated to the Stock Exchanges where the Company's shares are listed Accordingly.

The last date for receipt of duly completed postal ballot forms and e-voting i.e. April 13, 2018 will be treated as the date of passing of the said Resolution.

The Members are requested to consider and pass the following resolutions:

#### ITEM NO. 1

##### ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS:

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

**"RESOLVED THAT** in accordance with the provisions of Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, including amendments thereof, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Foreign Exchange Management Act, 1999, The Foreign Exchange Management (Transfer Or Issue Of Security By A Person Resident Outside India) Regulation, 2017, Reserve bank of india and in terms of the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively "**Stock Exchanges**") and other authorities, if any, and subject to the consents, permissions and sanctions of all concerned authorities, if any, to the extent required and subject to such conditions and modifications as may be prescribed or imposed while according such consents, which may be considered appropriate by the Board of Directors of the Company and / or a duly authorized committee thereof ("**Board**") in its absolute discretion, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to issue and allot, equity shares of Rs. 10/- each of the Company, to following persons being the **non-promoters ("Allottees")** on preferential basis at a price not lower than the minimum price determined in accordance with the ICDR Regulations and on such terms and conditions as may be decided by the Board including the form and terms of issue and to accept any modifications in the



proposal as may be required by the authorities involved in such issues but subject to such conditions as SEBI, Stock Exchanges or such other appropriate authorities may impose at the time of their approvals and as agreed to by the Board without being required to seek any further consent or approval of the Company in general meeting:-

Sr. No.	Name of the Allottee(s)	PAN	Maximum Number of Equity shares	Category
1.	Manish Shailendra Srivastava	AGDPS7016D	1,05,822	Non-Promoter
2.	Rakesh Bhagwan Das Arora	ACSPA9512F	1,05,822	Non-Promoter
	<b>Total</b>		<b>2,11,644</b>	

**RESOLVED FURTHER THAT:**

- i. In accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of the Equity shares to be issued in terms hereof shall be March 14, 2018, being the date 30 days prior to the deemed date of passing of this resolution by the members of the company through Postal Ballot.
- ii. To issue and allot Equity shares of nominal value of Rs. 10/- each at the Issue Price of Rs. 945/- (Rupees Nine Hundred Forty Five Only) per Share including premium of Rs 935/-(Rupees Nine hundred and Thirty five) per share. which is not less than the minimum price calculated in accordance with the ICDR Regulations. The total number of equity shares to be allotted shall be upto 2,11,644 equity shares.
- iii. The equity shares to be allotted shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The equity shares shall rank paripassu with the existing equity shares of the Company in all respects.
- iv. The equity shares allotted in terms of this resolution shall be subject to lock-in as per provisions of ICDR Regulations.
- v. The Board be and is hereby authorized to seek listing and trading of the equity shares on the Stock Exchanges where the equity shares of the Company are listed.
- vi. The Board be and is hereby authorized to accept and effect any conditions and modifications as may be required by the agencies involved in such issues including but not limited to SEBI, RBI, Stock Exchanges and/or such other appropriate authorities.
- vii. The Equity Shares shall be issued and allotted by the Company to Allottees within a period of 15 days from the date of receipt of shareholders’ approval for the Preferential Issue of Equity Shares, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot equity shares, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares and utilization of proceeds of the equity shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

**RESOLVED FURTHER THAT** the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares issued on preferential basis, as and when required

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution.”

**Item No. 2:-**

**TO RAISE FURTHER CAPITAL THROUGH VARIOUS OTHER MODES:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 42 and Section 62 and all other applicable provisions of the Companies Act, 2013 and ‘The Companies (Share Capital and Debentures) Rules, 2014 and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force (“**Companies Act, 2013**”), and Securities and Exchange Board of India (listing obligation and disclosure requirement) Regulations 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**SEBI ICDR Regulations**”), and all other applicable Rules, Regulations, Circulars and Guidelines of the Securities and Exchange Board of India (“**SEBI**”), the Foreign Exchange Management Act, 1999, and Rules and Regulations made thereunder, including but not limited to the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme, 1993 and subject



to any other applicable Law, Rules, Regulations, Guidelines, Notifications and Circulars, if any (including any amendment or re-enactment thereto from time to time) issued by the Government of India, the Reserve Bank of India (“RBI”), SEBI or any other Competent Authority whether in India or Abroad, and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the Equity Shares of the Company (“Equity Shares”) are listed (“Stock Exchanges”), and subject to requisite approvals, consents, permissions and/or sanctions of the lenders of the Company, the Government of India, SEBI, the Stock Exchanges, RBI, Department of Industrial Policy and Promotion (DIPP), Ministry of Commerce, the Foreign Investment Promotion Board (FIPB), and all other competent authorities, institutions or bodies, within or outside India, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed to by the Board of Directors of the Company (the “Board”, which term shall be deemed, to include any committee thereof which the Board may have duly constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranche(s), either in India or in the course of international offering(s) in one or more foreign / Domestic markets, to all eligible domestic/foreign investors (including institutional investors), Non-Resident Indians, Companies, Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Alternative Investment Funds, Foreign Venture Capital Investors, Financial Institutions, Trusts, Individuals, Qualified Institutional Buyers (QIB) within the meaning of the SEBI (ICDR) Regulations or other persons or entities, whether members of the Company or not (collectively called the “Investors”), through a Public Issue, Rights issue, Private Placement and/or any other issue or a combination thereof as may be permitted under applicable law from time to time (including without limitation through a Qualified Institutions Placement (QIP), since the Company will be eligible to undertake such an offering pursuant to Chapter VIII of the SEBI (ICDR) Regulations and the Companies Act, 2013) (the “Issue”), such number of Equity Shares, American Depository Receipts (ADR), Global Depository Receipts (GDR), Foreign Currency Convertible Bonds (FCCB), fully/partly convertible debentures and/or any other financial instruments convertible into Equity Shares (including but not limited to preference shares convertible into Equity Shares or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares (all of which are hereinafter collectively referred to as “Securities”), up to an aggregate amount of Rs.150 crores (inclusive of premium) or any combination of Securities, whether Rupee denominated or denominated in foreign currency, through one or more prospectus and/ or letter of offer or circular and/or placement document/ or other permissible/ requisite offer document, whether to be listed on any stock exchange inside India or any international stock exchange outside India, and in such manner and on such price, terms and conditions considering prevailing market conditions and other relevant matters, including the discretion to determine the categories of Investors to whom the offer and allotment of the Securities shall be made to the exclusion of others, allotment to a stabilising agent in accordance with a green-shoe option, if any, exercised by the Company, issuance of the Securities as fully or partly paid up, making of calls on the Securities and manner of appropriation of the application monies or call monies in respect of different classes of Securities, as may be determined by the Board, in accordance with the provisions of the SEBI (ICDR) Regulations or other provisions of law including the Companies Act, 2013 as may be prevailing at the time.

**RESOLVED FURTHER THAT** in case of an issuance of Securities to Qualified Institutional Buyers (QIB), whether or not such investors are existing members of the Company, through a Qualified Institutions Placement (QIP) under Chapter VIII of the SEBI (ICDR) Regulations, the Securities shall be allotted as fully paid up within 12 months of the date of this resolution and the price inclusive of premium of the equity shares so issued shall not be less than the price determined in accordance with the provisions of Chapter VIII of the SEBI (ICDR) Regulations and approved by the Board, in consultation with the lead manager(s) and/or merchant banker(s) and/or advisor(s) to the Issue and/or such other person(s) in accordance with applicable laws, rules, regulations and guidelines prevailing in this regard.

**RESOLVED FURTHER THAT** in addition to all applicable Indian laws, the Securities shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or that may in any other manner apply to such Securities or provided in the terms of their issue.

**RESOLVED FURTHER THAT** such of Securities as are not subscribed may be disposed of by the Board in its absolute discretion in a manner, that the Board may deem fit and as permissible by applicable law, including the Act.

**RESOLVED FURTHER THAT** in case of an issuance of Securities to Qualified Institutional Buyers (QIB), whether or not such investors are existing members of the Company, through a Qualified Institutions Placement (QIP) under Chapter VIII of the SEBI (ICDR) Regulations, the relevant date for the determination of the issue price of the Securities offered shall be the date of the meeting in which the Board decides to open the proposed Issue, and the price of the Securities shall be determined in accordance with the relevant provisions of Chapter VIII of the SEBI (ICDR) Regulations and applicable provisions, if any, of the Companies Act, 2013 and any other applicable laws, rules, regulations and guidelines.

**RESOLVED FURTHER THAT** in case of an issuance of Foreign Currency Convertible Bonds/American Depository Receipts/Global Depository Receipts pursuant to the provisions of the Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme 1993 and other applicable pricing provisions issued by the Ministry of Finance, Government of India, the relevant date for the determination of the issue price of the Securities offered, shall be the date of the meeting in which the Board decides to open the Issue after the date of this resolution.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities.



**RESOLVED FURTHER THAT** the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of their issue, all such Equity Shares shall rank pari-passu inter se and with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in the presence of any two directors of the Company or any one director and any other person as may be authorized by the Board or any committee thereof in accordance with the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate, finalize and approve the offering circular or registration statement or placement document or offer document or private placement offer letter or term sheets or agreements or deeds or otherwise in respect of the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular or registration statement or placement document or private placement offer letter or term sheets or agreements or deeds or otherwise (in draft or final form), and any amendments and supplements thereto, with any applicable Stock Exchanges, Government and Regulatory Authorities, institutions or bodies, as may be required, and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company, settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the Issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Mr. Krupesh G. Thakkar, Mr. Ghanshyambhai A. Thakkar or any other director of the Company or any duly constituted committee of the Board be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as may be, jointly or severally deemed necessary, desirable, incidental or expedient to the issue or allotment of the aforesaid Securities and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the Securities, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or abroad and the listing of Equity Shares underlying the depository receipts on Stock Exchanges in India.

**RESOLVED FURTHER THAT** Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any committee of Directors, any other Director(s) or officer(s) of the Company to negotiate, approve, sign, execute, modify and amend necessary documents and other agreements that may be required and to take any action and execute any instrument that may be deemed necessary or advisable and do all such acts, deeds, matters and things for and on behalf of the Company including executing such other agreements, deeds, contracts, undertakings, letters, documents, forms, authority letters, power of attorneys, disclosure letters, regulatory filings and intimations with any regulator whether in India or abroad and such other documents which may be required to be entered into by the Company in connection with the proposed issuance of Securities."

**By Order of the Board,  
For, Rushil Décor Limited**

**Date : March 07, 2018**

**Place : Ahmedabad**

**Registered Office:**

S. No. 125, Nr. Kalyanpura Patia,

Vill. Itla, Gandhinagar Mansa Road,

Tal. Kalol, Dist. Gandhinagar - 382845.

Corporate Identification Number: L25209GJ1993PLC019532

E-mail: cs@virlaminate.com and ipo@rushil.com

Website: www.virlaminate.com

**Hasmukh K. Modi  
Company Secretary**



**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business setting out the material facts and reasons for the proposed Special Resolution is annexed hereto.
2. The Notice is being sent to all the Members by post/courier (and/or electronically by email to those members who have registered their email id), whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Friday, March 09, 2018 and this will be considered for voting. The Cut-off date for the purpose of reckoning voting rights is also Friday, March 09, 2018.
3. The Board of Directors of the Company has appointed Mrs. Mihika S. Jain, Practicing Company Secretary having Membership No. 35308, Address:- 307, Aakar Complex, Near Darpan Panch Rasta, Navrangpura, Ahmedabad 380014 to act as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
4. The dispatch of the postal ballot notice and the Explanatory Statement shall be announced through advertisement in at least one English newspaper and at least one in regional language newspaper, each with wide circulation in Gujarat where the registered office of the Company is situated, and published on the website of the Company.
5. The company has provided facility for voting by electronic means and the above mentioned businesses may be transacted through such voting.
6. The Members are requested to exercise their voting right by either using the attached postal ballot form or through remote e-voting.
7. In accordance with Regulation 44 of SEBI (LODR) Regulations, 2015 entered into by the Company with the Stock Exchanges, Section 110 of the Companies Act 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide electronic voting (“e-voting”) as an option to its Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post.

The Company has engaged the services of Central Depository Services Limited (“CDSL”) to provide e-voting facilities. It may be noted that e-voting is optional. If a Member has voted through the e-voting facility, he/she is not required to send the Postal Ballot Form. If a Member votes through the e-voting facility and also sends his vote through the Postal Ballot Form, then voting done through the e-voting shall prevail and voting done by physical Postal Ballot form will be treated as invalid by the Scrutinizer. The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:

Commencement of e-voting	<b>9:00 a.m. on Thursday, March 15, 2018</b>
End of e-voting	<b>5.00 p.m. on Friday, April 13, 2018</b>

E-voting shall not be allowed beyond 5.00 p.m. on Friday, April 13, 2018 and at the end of Remote e-voting period, the e-voting facility shall be blocked. During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote electronically. The Cut-off date for the purpose of e-voting is Friday, March 09, 2018.

8. The Documents referred to in the accompanying notice are open for inspection at the Registered office of the company at “S. No. 125, Nr. Kalyanpura Patia, Gandhinagar Mansa Road, Village Itla, Tal. Kalol, Dist. Gandhinagar – 382845” and Corporate Office of the company at “Rushil House, Near Neelkanth Green Bungalow, Off Sindhu Bhavan Road, Shilaj, Ahmedabad-380058 Gujarat, India”, during the office hours between 10:15 A.M to 6:15 P.M on all days except Sundays and holidays upto the Voting period.
9. Information and other instruction relating to e-voting are as under:
  - 9.1 The voting period begins **at 9:00 a.m. on Thursday, March 15, 2018**, and ends **at 5.00 p.m. on Friday, April 13, 2018**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, March 09, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
  - 9.2 Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 9.3 Now click on “Shareholder” to cast your votes
  - 9.4 Now, fill up the following details in the appropriate boxes:

User - ID	For CDSL: 16 digits beneficiary ID,
	For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	Members holding shares in Physical Form should enter Folio Number registered with the Company.

- 9.5 Next enter the Image Verification as displayed and Click on Login



9.6 If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 9.4.

9.7 After entering these details appropriately, click on "SUBMIT" tab.

9.8 Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9.9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

9.10 Now, select the Electronic Voting Sequence Number ("EVSN") along with "RUSHIL DECOR LIMITED" from the drop down menu and click on "SUBMIT".

9.11 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.

9.12 Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

9.13 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.

9.14 Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

9.15 You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

9.16 If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

9.17 Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

10. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Mr. Hasmukh K. Modi, Company Secretary of the Company at [ipo@rushil.com](mailto:ipo@rushil.com) / [cs@virlaminate.com](mailto:cs@virlaminate.com) or Tel. No. 079-61400400.

11. The Scrutinizer will submit her report to the Chairman or any other authorized person of the Company after completion of the scrutiny of the Postal Ballots voting process, including remote e-Voting. The results of the Postal Ballot (including remote e-Voting) shall be declared by the Chairman or any other authorized person of the Company **on Saturday, April 14, 2018 or any other day as permitted under the Statute**. Such report will also be placed at Company's Website at [www.virlaminate.com](http://www.virlaminate.com) and communicated to BSE limited (BSE) and National Stock Exchange (NSE) accordingly.



## EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the businesses mentioned under Item Nos. 1 and 2 of the accompanying Notice dated March 07, 2018.

### Item No. 1

The company proposes to issue and allot upto 2,11,644 Equity Shares on a preferential basis at a face value of Rs. 10 each at a future date, at price as determined as per the provisions of SEBI (ICDR) Regulations, 2009.

The disclosures in accordance with the Companies Act, 2013, and the other disclosures as per the SEBI (ICDR) Regulations, 2009 and the other applicable provisions of law, in relation to the Special Resolution set out in the Item no. 1 of the accompanying Notice are as follows:

#### 1. Objects of the Preferential Issue:

The object of raising the equity share capital is (i) to mobilize funds to meet the long term financial requirements including funding for ongoing and new projects; and (ii) other general corporate purposes. This will also improve the Company's debt equity ratio.

#### 2. Proposal of the promoters, directors or key management personnel to subscribe to the offer:

None of the Promoter & Promoter Group/Directors/Key Managerial personnel of the Company intend to subscribe/apply to the Equity Shares under the Preferential Issue.

#### 3. The Shareholding pattern before and after the Preferential Issue is given below:

PARTICULARS	PRE PREFERENTIAL ISSUE		POST PREFERENTIAL ISSUE	
	No. of Shares	% of Equity	No. of Shares	% of Equity
Promoters and Promoter's Group	78,91,684	53.62	7,891,684	52.86
Public	68,25,776	46.38	70,37,420	47.14
<b>Total</b>	<b>1,47,17,460</b>	<b>100.00</b>	<b>1,49,29,104</b>	<b>100.00</b>

#### 4. Proposed time within which the Preferential Issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals.

#### 5. Relevant date and pricing of the issue:

In accordance with the provisions of SEBI (ICDR) Regulations, 2009 the "Relevant Date" for the purpose of calculating the price of equity shares shall be March 14, 2018, being the date 30 days prior to the deemed date of passing of this resolution by the members of the company through Postal Ballot. Pursuant to regulation 76 of the ICDR Regulations, Issue Price of each Share is fixed at Rs. 945/- (Rupees Nine hundred and forty five only).

#### 6. Auditors' Certificate:

A copy of certificate from the Statutory Auditors of the Company certifying that the above Issue of the Equity Shares is being made in accordance with the SEBI (ICDR) Regulations, shall be available for inspection on any working day during the office hours from 10:15 AM to 6:15 PM upto the last date of voting under Postal Ballot i.e April 13, 2018 at the Corporate office of the Company at "Rushil House", Near Neelkanth Green Bungalow, Off Sindhu Bhavan Road, Shilaj, Ahmedabad-380058 Gujarat, India.

#### 7. Identity of the proposed Allottees and percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company, consequent to the Preferential Issue:

Sr. No.	Name of the proposed Allottee(s)	Category	Pre issue shareholding		Number of Equity shares proposed to be allotted	Shareholding Post issue of Equity Shares	
			No. of Shares	%		No. of Shares	%
1.	Manish Shailendra Srivastava	Non-Promoter	NIL	NIL	1,05,822	1,05,822	0.71%
2.	Rakesh Bhagwan Das Arora	Non-Promoter	NIL	NIL	1,05,822	1,05,822	0.71%
	<b>Total</b>				<b>2,11,644</b>	<b>2,11,644</b>	<b>1.42</b>

- There will be no change in management control of the Company pursuant to the proposed Issue.

#### 8. Lock-in:

- The equity shares allotted shall be subject to 'lock-in' as per the SEBI (ICDR) Regulations 2009.
- The entire pre-preferential allotment shareholding of the above Allottees, if any shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.
- The proposed allottees as Stated herein above, do not hold any Equity Shares in the company and hence question of lock-in of pre-preferential shareholding of the proposed allottees does not arise.



## 9. Undertaking by the Company:

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the SEBI (ICDR) Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR) Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottee(s).

The Board at its meeting held on March 07, 2018, has approved the issue of Equity shares on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 72(1) (a) of the SEBI (ICDR) Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

### Item No. 2

The resolution contained in the Notice relates to a proposal by the Company to create, offer, issue and allot Securities through further public offerings, Rights basis, Qualified Institutions Placements, issuance of global depository receipts, American Depository Receipts and such other Securities in such manner as stated in the resolution. The Company intends to issue Securities for a value of up to Rs.150 Crores [including premium]. Subject to applicable laws and regulations, the Company intends to use the net proceeds of the Issue primarily for to meet the long term financial requirements including funding for ongoing and new projects, working capital requirements and general corporate purpose.

The Special Resolution also seeks to empower the board of directors to undertake further issue of securities either by way of Private Placement, Qualified Institutions Placements, Rights Issue or Public Issue to all eligible domestic/ foreign investors, NRIs, Companies, Corporate Bodies, Insurance Companies, pension funds, AIFs, Financial Institutions, QIBs, whether existing members or not subject to compliance with SEBI (ICDR) Regulations.

In case of an issuance of Securities to qualified institutional buyers, whether or not such investors are existing members of the Company, through a qualified institutions placement under Chapter VIII of the SEBI (ICDR) Regulations, the final price at which the Securities will be offered will be subject to investor response and prevailing market conditions, and computed in accordance with the relevant provisions of Chapter VIII of the SEBI (ICDR) Regulations.

The detailed terms and conditions of the issue as and when made will be determined by the Board of Directors in consultation with the merchant bankers, lead managers, advisors and other experts in accordance with the applicable provisions of law. The Special Resolution seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies or otherwise as the Board in its absolute discretion deem fit.

The consent of the Shareholders is being sought pursuant to the provisions of Section 62 and Section 42 of the Companies Act, 2013 and 'The Companies (Share Capital and Debentures) Rules, 2014', and in terms of the provisions of the listing agreements executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited and National Stock Exchange. Section 62 of the Companies Act, 2013 provides, inter-alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares; such further shares shall be offered to the existing shareholders of the Company in accordance with the provisions of the Act unless the shareholders in the general meeting decide otherwise. The special resolution seeks the consent and authorization of the members to the Board to make the proposed issue of Securities and in the event it is decided to issue Securities convertible into Equity Shares, to issue to the holders of such convertible Securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the issue.

The Board of Directors believe that the issue of Securities to investors who are/ are not Shareholders of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

**By Order of the Board,  
For, Rushil Décor Limited**

**Date : March 07, 2018**

**Place : Ahmedabad**

**Registered Office:**

S. No. 125, Nr. Kalyanpura Patia,

Vill. Itla, Gandhinagar Mansa Road,

Tal. Kalol, Dist. Gandhinagar - 382845.

Corporate Identification Number: L25209GJ1993PLC019532

E-mail: cs@virlaminate.com and ipo@rushil.com

Website: www.virlaminate.com

**Hasmukh K. Modi  
Company Secretary**