



**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)

---

**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 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of the Act, the Rules, Listing Regulations, the Articles of Association of the Company, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for conducting postal ballot vide various General Circulars issued in view of the COVID-19 pandemic, to transact the business as set out hereunder by way of Postal Ballot by voting through remote e-voting only.

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement setting out the material facts in respect of the Special Resolution proposed to be passed is annexed to this Postal Ballot Notice and forms part of this Postal Ballot Notice (“**Notice**”).

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Accordingly, 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 voting by the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations, the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members to enable them to cast their votes electronically on the resolution proposed in this Notice. The instructions for remote e- voting are appended to this Notice.

Members are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice for casting votes by remote e-voting. The schedule of remote e- voting is as under:

<b>Commencement of remote e-voting</b>	<b>Conclusion of remote e-voting</b>
Wednesday, 7 <sup>th</sup> December, 2022 at 9:00 A.M. (IST)	Thursday, 5 <sup>th</sup> January, 2023 at 5:00 P.M. (IST)

The remote e-voting module shall be disabled by National Securities Depository Limited (“**NSDL**”) thereafter.

## **SPECIAL BUSINESS**

### **Appointment of Ms. Shreya M. Shah (DIN: 09726000) as an Independent Director of the Company**

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

“**RESOLVED THAT** Ms. Shreya M. Shah (DIN: 09726000) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 08<sup>th</sup> November, 2022 in terms of Section 161 of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules and Regulation 17 and other applicable provisions of the 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 and the Articles of Association of the Company, the appointment of Ms. Shreya M. Shah (DIN: 09726000), who meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years from 08<sup>th</sup> November, 2022 to 07<sup>th</sup> November, 2027 be and is hereby approved.”

## Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), setting out the material facts relating to the aforesaid Resolution is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. The Notice is being sent only in electronic form to those Members whose names appear in the Company's Register of Members / List of Beneficial Owners as received from the Depositories as on **Friday, 25<sup>th</sup> November, 2022 ("Cut-Off Date")** and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off Date, i.e. **Friday, 25<sup>th</sup> November, 2022**.
3. Institutional / Corporate Members (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 / Authorization etc., authorizing its representative to vote through remote e-voting on its behalf. The letter of appointment of representative(s) of the President of India or the Governor of a State or the authorization in respect of representative(s) of the Corporations shall be received by the Scrutinizer / Company on or before close of remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail to the registered e-mail address [csdoshiac@gmail.com](mailto:csdoshiac@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [ipo@rushil.com](mailto:ipo@rushil.com). The Institutional Members (i.e. other than individuals, HUF, NRI, etc.) can also upload the 1ir Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
4. 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 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 non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the afore mentioned Resolution in accordance with the process specified in this Notice.

5. Members are requested to carefully follow the instructions under the Section 'Instructions for Remote E-voting' for exercising their votes.

6. The Notice is also available on the website of the Company [www.rushil.com](http://www.rushil.com) as well as on the Stock Exchange websites <http://www.bseindia.com> and <http://www.nseindia.com> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
7. The remote e-voting shall commence on **Wednesday, 7<sup>th</sup> December, 2022 at 9:00 A.M. (IST)** and shall end on **Thursday, 5<sup>th</sup> January, 2023 at 5:00 P.M. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
8. The Board of Directors has appointed M/S. SPANJ & ASSOCIATES, Practicing Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
9. The Scrutinizer will submit his/her report to the Chairman or any other person authorised by him, after scrutiny of the votes cast, the result of the Postal Ballot within 48 hours of the end of remote e-voting process. The Scrutinizer's decision on the validity of votes cast will be final.
10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rushil.com](http://www.rushil.com) and on the website of NSDL <http://www.evoting.nsdl.com> immediately after the result is declared by the Chairman or any other person authorized by him and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
11. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Thursday, 5<sup>th</sup> January, 2023**.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [ipo@rushil.com](mailto:ipo@rushil.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID between Wednesday, 7<sup>th</sup> December, 2022 to Thursday, 5<sup>th</sup> January, 2023.

## 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 data-bbox="520 1064 1390 1601">1. 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 data-bbox="520 1653 1390 1859">2. 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 data-bbox="520 1910 1390 2101">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the homepage of e-Voting system is launched, click on the icon “Login” which is</li></ol>

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="564 786 1027 1061" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store     Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</li> <li>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.</li> </ol>

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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.**

**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 ‘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. 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, 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.co.in](mailto:evoting@nsdl.co.in) 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.

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) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [ipo@rushil.com](mailto:ipo@rushil.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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Registered Office:**

S. No. 125, Near Kalyanpura Patia,  
Village Itla, Gandhinagar Mansa Road,  
Tal. Kalol, Gandhinagar-382845,  
Gujarat, India  
**CIN:** L25209GJ1993PLC019532  
**Website:** [www.rushil.com](http://www.rushil.com)  
**Tel:** +91 79 61400400  
**E-mail:** [ipo@rushil.com](mailto:ipo@rushil.com)

**By order of the Board**

**For, RUSHIL DECOR LIMITED**

**Hasmukh K Modi**

**Company Secretary**

**Membership No. - FCS 9969**

Date: November 29, 2022

Place: Ahmedabad

## **STATEMENT SETTING OUT MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

The Board of Directors (“Board”) on the recommendation of the Nomination and Remuneration Committee (“NRC”) has appointed Ms. Shreya M. Shah (DIN: 09726000) as an Additional Director of the Company with effect from 8<sup>th</sup> November, 2022 and also as an Independent Director of the Company for a term of 5 (five) years with effect from 8<sup>th</sup> November, 2022 to 7<sup>th</sup> November, 2027 subject to approval of the Members.

Ms. Shreya M. Shah, aged 28 years is a Company Secretary (CS) by profession. She also holds a Master's Degree in Commerce (M.com) and a Bachelor's Degree in Law (LLB) from Gujarat University.

Ms. Shreya M. Shah has around 6 years of varied experience in the domain of Corporate Governance, SEBI, Stock Exchange and MCA related compliances, Securities Law and other Legal Compliances. She is presently working with PSP Projects Limited, Ahmedabad.

After reviewing the profile of Ms. Shreya M. Shah, the NRC and the Board was of the view that Ms. Shreya M. Shah possesses appropriate skills, experience and knowledge as required for the role of an Independent Director. The skills coupled with her rich experience will benefit the Company. Accordingly, the Board has recommended her candidature as an Independent Director of the Company.

The Board has also appointed her as the Member of the following Committees of the Board with effect from 8<sup>th</sup> November, 2022:

- (1) Audit Committee
- (2) Nomination and Remuneration Committee
- (3) Risk Management Committee
- (4) Management Committee

The Company has received a declaration from Ms. Shreya M. Shah to the effect that she meets the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and Rules framed thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of the Listing Regulations. Ms. Shreya M. Shah has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any such authority and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms. Shreya M. Shah has also confirmed that she is in compliance with applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to her registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

She is not related to any Director or Key Managerial Personnel of the Company.

The Board, on the basis of confirmations / declarations provided by Ms. Shreya M. Shah is of the opinion that she fulfils the conditions / criteria specified under the Act, the Rules framed thereunder and the Listing Regulations in relation to her appointment as an Independent Director of the Company and is independent of the management of the Company.

The Company has received a notice pursuant to Section 160 of the Act from a Member signifying the intention to propose the appointment of Ms. Shreya M. Shah as a Director of the Company.

The terms and conditions of her appointment would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [ipo@rushil.com](mailto:ipo@rushil.com)

Pursuant to Regulation 17(1C) of the Listing Regulations, approval of Members for appointment of a person on the Board of Directors of a company is required to be obtained either at the next general meeting or within three months from the date of appointment, whichever is earlier.

The Board, considering the experience and expertise of Ms. Shreya M. Shah, recommends the Special Resolution as set out in the Notice for approval of the Members.

In the opinion of the Board, the proposed special resolution is in the interest of the Company and its shareholders and therefore, the Board recommends the Special Resolution set out in the Notice for approval by the members.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, as set out in this Notice.

Information required under Details of Directors seeking appointment. [Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings]

<b>Name of the Director</b>	Ms. Shreya Milankumar Shah
<b>Designation</b>	Independent Director (Non - Executive Director)
<b>DIN</b>	09726000
<b>Date of Birth/Age</b>	December 18, 1993 (28 years)
<b>Date of Appointment</b>	Appointed as an Additional Director with effect from November 08, 2022
<b>Qualification</b>	Master of Commerce (M.Com) Bachelor of Legislative Law (LLB) Associate Company Secretary

<b>Brief Resume and Nature of expertise in specific functional areas</b>	<ul style="list-style-type: none"> <li>• Area of expertise in Business Management, Corporate Secretarial, Law etc.</li> <li>• Presently working in PSP Projects Ltd.</li> </ul>
<b>Skills and Capabilities</b>	Corporate Governance, SEBI, Stock Exchange and MCA related compliances, Securities Law and other Legal Compliances
<b>No. of shares held in the Company as on 8<sup>th</sup> November, 2022 (in her personal capacity)</b>	NIL
<b>No. of board meetings held / attended during her tenure</b>	NIL
<b>Terms and conditions of appointment</b>	Please refer to the Resolution and Explanatory Statement as mentioned in the accompanying Postal Ballot Notice
<b>Details of remuneration last drawn</b>	N.A.
<b>Details of remuneration sought to be paid</b>	She will be eligible for Remuneration as paid to other non-executive directors (viz. Sitting Fees for attending Board/Committee Meetings and Reimbursement of expenses for attending the meetings).
<b>Directorships in other listed companies (Other than Rushil Decor limited)</b>	NIL
<b>Listed entities from which the Director has resigned in the past three years</b>	NIL
<b>Committee Memberships / Chairmanship held in other companies (Other than Rushil Décor limited)</b>	NIL
<b>Disclosure of relationships between Directors inter-se</b>	Not related to any Director or KMP of the Company.

**Registered Office:**

S. No. 125, Near Kalyanpura Patia,  
Village Itla, Gandhinagar Mansa Road,  
Tal. Kalol, Gandhinagar-382845,  
Gujarat, India  
**CIN:** L25209GJ1993PLC019532  
**Website:** [www.rushil.com](http://www.rushil.com)  
**Tel:** +91 79 61400400  
**E-mail:** ipo@rushil.com

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

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

**Date:** November 29, 2022

**Place:** Ahmedabad