RDL/037/2026-27
Date: 31.08.2026

To,	**To,**
National Stock Exchange of India Ltd.	**BSE Limited**
Exchange Plaza,	**Phiroze Jeejeebhoy Towers,**
Bandra – Kurla Complex,	**Dalal Street,**
Bandra (E), Mumbai – 400 051	**Mumbai- 400 001**
NSE EQUITY SYMBOL: RUSHIL	**SCRIP CODE: 533470**

ISIN: INE573K01025

Dear Sir/Madam,

Sub: Submission of Notice of 32nd Annual General Meeting

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclose herewith the **Notice of the 32nd Annual General Meeting of Rushil Decor Limited** (the Company) which is scheduled to be held on **Monday, September 28, 2026** at **10.30 A.M.** through Video Conferencing ("VC") / Other Audio Visual Means (OAVM).

The aforesaid notice has also been placed on the website of the Company at www.rushil.com.

Cut-off Date: We would further like to inform that the Company has fixed Monday, 21st September, 2026 as the cut-off date for the purpose of remote e-voting, for ascertaining the names of the Shareholders holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted at the AGM as well as for determining the shareholders who will entitle for payment of dividend, if declared at the AGM.

This is for your information and record.

Thanking You
Yours Faithfully,

For, Rushil Décor Limited

MODI HASMUKH KANUBHAI
Digitally signed by MODI HASMUKH KANUBHAI
Date: 2026.08.31 09:52:34 +05'30'

Hasmukh K. Modi
Company Secretary

Encl.: Notice of the AGM

Notice 32nd Annual General Meeting

NOTICE is hereby given that the Thirty Second (32nd) Annual General Meeting of the members of Rushil Decor Limited ("the Company") (CIN: L25209GJ1993PLC019532) will be held on **Monday, September 28, 2026 at 10:30 A.M.**, Indian Standard Time (IST) through Video Conferencing / Other Audio-Visual Means ("VC/ OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2026, together with the Report of the Auditors thereon.

3. To declare a final dividend of ₹ 0.05 (Five Paisa) per equity share of face value of ₹ 1 each, for the financial year ended 31st March, 2026.

4. To appoint a Director in place of Mr. Rushil Krupesh Thakkar (DIN: 06432117), who retires by rotation and being eligible, offers himself for re-appointment.

5. Appointment of M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad as the Statutory Auditors of the Company

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Regulation 36(5) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad (Firm Registration No. 107525W), a Peer Reviewed Firm, who have consented to act as Statutory Auditors of the Company and have confirmed their eligibility under the provisions of the Companies Act, 2013 and the Rules framed thereunder, be and are hereby appointed as the Statutory Auditors of the Company for first term of five consecutive years to hold office from the conclusion of this 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company to be held in the calendar year 2031, to examine and audit the accounts of the Company, at such remuneration, reimbursement of out-of-pocket expenses and applicable taxes thereon, as may be mutually agreed between the Board of Directors (including any Committee thereof) and the Statutory Auditors.

   RESOLVED FURTHER THAT Mr. Krupesh G. Thakkar and / or Mr. Rushil K. Thakkar, Directors and / or Mr. Hasmukh Kanubhai Modi, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

6. Reappointment of Mr. Rushil Krupesh Thakkar (DIN: 06432117) as Managing Director of the Company, liable to retire by rotation:

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

   "**RESOLVED THAT** approval of the members be and is hereby accorded in terms of provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the re-appointment of and for the remuneration payable to Mr. Rushil K. Thakkar (DIN 06432117) as Managing Director of the Company, liable to retire by rotation, for a period of Three (3) years with effect from 13th August, 2026 to 12th August, 2029 (both days inclusive) at a remuneration and other terms as mentioned in the explanatory statement annexed to this notice.

   RESOLVED FURTHER THAT the overall remuneration payable to Mr. Rushil Thakkar shall not exceed the limits prescribed under the applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

   RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, the Managing Director will be paid Minimum Remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Act or amendment(s), modification(s), replacement(s) or re-enactment (s) thereof for the time being in force subject to required disclosure and other compliance as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on the recommendation of the Nomination and Remuneration Committee, to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the board of directors and Mr. Rushil K. Thakkar.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit."

By Order of the Board of Directors

Hasmukh Kanubhai Modi
Company Secretary
FCS No.: 9969

Ahmedabad, August 08, 2026
Registered Office:
S NO 149, Near Kalyanpura Patia, Village Itla,
Gandhinagar Mansa Road, Tal. Mansa,
Gandhi Nagar–382845, Gujarat, India.
CIN: L25209GJ1993PLC019532
Tel.: 079 61400400 E-mail: ipo@rushil.com
Website: www.rushil.com

NOTES:

1. Pursuant to the various circulars including the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, as extended from time to time and last extended vide General Circular No. 03/2025 dated September 22, 2025, issued by the MCA and circular issued by SEBI vide circular no. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), (hereinafter referred to as "Circulars") companies are allowed to hold AGM through VC or OAVM, without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM. The deemed venue for the AGM will be the Registered Office of the Company.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) setting out material facts concerning the businesses under Item No. 5 and 6 of the Notice is annexed hereto. The relevant details pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are also annexed. Further, the relevant details pursuant to Regulation 36(5) of the SEBI LODR Regulations, in respect of the appointment of Statutory Auditor forms part of this Notice.

3. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.

4. 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 and ipo@rushil.com with a copy marked to evoting@nsdl.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.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated 5th May 2020 issued by MCA, the matters of Special Business as appearing at Item No. 5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. In line with the MCA & SEBI Circulars and the latest SEBI Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/ CIR/2024/133 dated 3rd October 2024, the Notice of the AGM along with the Annual Report 2025-26 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants ('DP'). The Notice calling the AGM has been uploaded on the website of the Company at www.rushil.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. The Company shall send a physical copy of the Annual Report 2025-26 to those Members who request the same at ipo@rushil.com mentioning their DP ID and Client ID. In accordance with Regulation 36(1)(b) of the SEBI LODR Regulations, a letter is being sent to the shareholders whose email addresses are not registered with the DP, providing a web-link for accessing the Annual Report 2025-26.

9. In case of joint holders attending the Meeting, the Member whose name appears as the first

holder in the order of names as per the Register of Members of the Company will be entitled to vote.

10. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal: https://smartodr.in/login.

11. The Company has fixed **Tuesday, September 08, 2026** as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended 31st March 2026, if approved at the AGM. The dividend of ₹ 0.05 (Five Paisa) per equity share of face value of ₹ 1 each (5%), if declared at the AGM, will be paid subject to deduction of tax at source (TDS) on or after **Tuesday, September 29, 2026** as under:

    (a) For shares held in electronic form: To all the Beneficial Owners as of close of business hours on **Tuesday, September 08, 2026**, as per the list of beneficial owners furnished by NSDL and CDSL in respect of the shares held in electronic form; and

    (b) For shares held in physical form: To all the Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of close of business hours on **Tuesday, September 08, 2026**.

12. SEBI has mandated that with effect from 1st April 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e., the details of PAN, choice of nomination, contact details, mobile no., complete bank details and specimen signatures are registered. Shareholders who hold shares in dematerialized form and wish to update their PAN, KYC and nomination details are required to contact their respective Depository Participants (DPs).

13. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April 2020 and the Company is required to deduct TDS from the dividend paid to the Members at prescribed rates under the Income Tax Act, 2025 (the IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company and/or the Registrar & Transfer Agents of the Company by sending documents along with the request Form ISR-1 through e-mail by **Tuesday, September 08, 2026**.

14. Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs by **Tuesday, September 08, 2026**. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant / Bankers' cheques / demand draft to such Members.

15. Members who have not claimed/received their dividend paid by the Company in respect of earlier years, are requested to note that in terms of Section 125 of the Act, any dividend unpaid/unclaimed for a consecutive period of 7 years from the date these first became due for payment, is to be transferred to the Central Government to the credit of the Investor Education & Protection Fund (IEPF). The details of the unclaimed dividends and the underlying shares that are liable to be transferred to IEPF are also available at the Company's website www.rushil.com In view of this, Members/ claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in web Form No. IEPF-5 available on https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html.

16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the Registrar and Share Transfer Agent of the Company in case the shares are held in physical form, quoting your folio number.

17. During the AGM, the Members may access the electronic copy of the Register of Directors and

Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Additionally, Members desiring inspection of statutory registers and other relevant documents referred to in the Notice may send their request in writing to the Company at ipo@rushil.com up to the date of AGM by mentioning their DP ID & Client ID/Folio Number and Mobile No.

18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify to the respective depository of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

19. **Process for those members whose e-mail addresses are not registered with the DPs/RTA/ Company for procuring user id and password and registration of e-mail addresses for e-Voting for the resolution set out in this AGM Notice:**

    a. **Registration of e-mail address permanently:** Members are requested to register the E-mail with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form No. ISR-1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/ Annual Reports and other communications electronically to their e-mail address in the future.

    b. Alternatively, Members may also send an e-mail request to evoting@nsdl.co.in along with the following documents for procuring User ID and password for e-Voting for the resolutions set out in this Notice:

        - In case shares are held in physical form, please provide Folio No., name of the Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar card.

        - In case shares are held in Demat form, please provide DP ID-Client ID (16-digit DPID + CLID or 16-digit Beneficiary ID), name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhaar card. If you are an individual Shareholder 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 and joining virtual meeting for individual Shareholders holding securities in Demat mode.

20. Remote e-Voting before/during the AGM:

    i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI LODR (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

    ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Monday, September 21, 2026** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e., **Monday, September 21, 2026** may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.

    iii. The remote e-Voting period commences on **Thursday, September 24, 2026 at 9:00 a.m. (IST) and ends on Sunday, September 27, 2026 at 5:00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members

/ Beneficial Owners as on the cut-off date i.e. **Monday, September 21, 2026** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, September 21, 2026**. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

iv. Members will be provided with the facility for voting through the electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Company. Members who have casted their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/ OAVM but shall not be entitled to cast their vote on such resolution(s) again.

v. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

21. The Board of Directors had appointed M/s. SPANJ & Associates, Company Secretaries, Ahmedabad as the Scrutinizer for providing facility to the Members of the Company to scrutinize remote e-Voting process before the AGM as well as remote e-Voting during the AGM in a fair and transparent manner.

22. The Company shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility.

23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-Voting (i.e. votes cast through Remote e-Voting and votes cast during the AGM) and will submit, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.

24. The results will be declared within two working days from the conclusion of the AGM. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.rushil.com and on the website of NSDL: www.evoting.nsdl.com. The Company shall simultaneously intimate the results to BSE and NSE, where the shares of the Company are listed and will also display the results at its Registered Office.

25. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e., **Monday, September 28, 2026**.

26. Since the AGM will be held through VC or OAVM, the Route Map is not annexed in this Notice. Instructions for e-voting and attending the AGM through VC/OAVM are given below:

A. VOTING THROUGH ELECTRONIC MEANS

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 and joining virtual meeting 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' 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 "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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 **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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. 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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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 e-services i.e. IDEAS, you can login at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services 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 :

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

5. 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.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. **Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".**

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.

B. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
3. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ipo@rushil.com. The same will be replied by the company suitably.
4. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number, PAN and mobile number at ipo@rushil.com between **Monday, September 21, 2026 (9:00 a.m. IST) and Thursday, September 24, 2026 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for the AGM.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022-4886 7000 or send a request to Ms. Pallavi Mhatre, AVP, NSDL at evoting@nsdl.com

3. **Investor Awareness Initiative – "Saksham Niveshak" Campaign:**

   In line with the request received from IEPF Authority to initiate the second 100-Day Compaign– "**Saksham Niveshak**" – for KYC and related updations and Shareholder Engagement to prevent Transfer of Unpaid / Unclaimed Dividends to IEPF, your Company launched a Second 100-day campaign titled "**Saksham Niveshak**" and it is continuing process.

The campaign aims to:

1. Resolve issues relating to **unclaimed dividends** and **unclaimed shares**.
2. Encourage shareholders to update their **KYC and nomination details** with the respective Depository Participants for shares held in dematerialised form.
3. Promote **transparency** and **investor empowerment.**

The primary objective of the campaign is to educate and facilitate shareholders regarding unclaimed dividends and the process to claim the same. Shareholders are requested to verify whether they have any unclaimed dividends during the last seven years with the Company and take necessary steps to claim them from the Company. The main purpose of the Campaign is reducing the number of shares liable to be transferred to the Investor Education and Protection Fund (IEPF).

Your Company remains committed to safeguarding shareholders' interests and ensuring seamless communication and compliance with statutory requirements. Following is the details of the Nodal officer of the Company for communication:

Name:	Hasmukh Kanubhai Modi
Contact Number:	079 – 61400400
E-mail:	ipo@rushil.com
Correspondence address:	Rushil House, Near Neelkanth Green Bungalow, Off Sindhu Bhavan Road, Shilaj, Ahmedabad – 380059, Gujarat

By Order of the Board of Directors

Hasmukh Kanubhai Modi
Company Secretary
FCS No.: 9969

Ahmedabad, August 08, 2026
Registered Office:
S NO 149, Near Kalyanpura Patia, Village Itla,
Gandhinagar Mansa Road, Tal. Mansa,
Gandhi Nagar–382845, Gujarat, India.
CIN: L25209GJ1993PLC019532
Tel.: 079 61400400 E-mail: ipo@rushil.com
Website: www.rushil.com

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

For Item No. 5

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members of the Company at the 27th Annual General Meeting ("AGM") held in the calendar year 2021 had appointed M/s. Pankaj R. Shah & Associates, Chartered Accountants (Firm Registration No. 107361W), as the Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of the 27th AGM until the conclusion of the 32nd AGM of the Company.

As the first term of M/s. Pankaj R. Shah & Associates, Chartered Accountants is due to expire at the conclusion of the ensuing 32nd AGM, the Company had initiated the process for their re-appointment for a second term of five consecutive years and had accordingly sought their consent and eligibility certificate in accordance with the applicable provisions of the Companies Act, 2013.

However, M/s. Pankaj R. Shah & Associates, Chartered Accountants, have expressed their unwillingness to be re-appointed for a second term and have accordingly declined the proposal for re-appointment.

Consequently, based on the recommendation of the Audit Committee at its meeting held on August 08, 2026, and approval of the Board of Directors at its meeting held on August 08, 2026, the Company has proposed the appointment of M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad (Firm Registration No. 107525W), as the Statutory Auditors of the Company for a first term of five consecutive years commencing from the conclusion of the 32nd AGM until the conclusion of the 37th AGM to be held in the calendar year 2031.

The Company had previously appointed M/s. Parikh & Majmudar, Chartered Accountants, as its Statutory Auditors and they held office up to the conclusion of the 27th AGM held in the year 2021. Thereafter, in compliance with the provisions relating to auditor rotation under Section 139(2) of the Companies Act, 2013, M/s. Pankaj R. Shah & Associates, Chartered Accountants were appointed in their place upon completion of the permissible tenure of M/s. Parikh & Majmudar, Chartered Accountants.

The cooling-off period of five years prescribed under the Companies Act, 2013 has now been completed in respect of M/s. Parikh & Majmudar, Chartered Accountants and accordingly they are eligible for appointment as Statutory Auditors of the Company.

M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad, is a well-established firm of Chartered Accountants founded in 1988 and registered with the Institute of Chartered Accountants of India (ICAI) under Firm Registration No. 107525W. The firm has extensive experience in the areas of audit and assurance services, direct and indirect taxation, corporate laws, insolvency and bankruptcy matters, securities laws, corporate finance and advisory services. The firm has been continuously peer reviewed since 2005 and has significant experience in conducting statutory audits of public and listed companies.

The Audit Committee and the Board of Directors have considered, inter alia, the qualifications, experience, peer review status, audit experience of listed entities, independence, industry exposure, capability and resources of M/s. Parikh & Majmudar, Chartered Accountants and are of the view that their appointment would be in the best interests of the Company and its stakeholders.

M/s. Parikh & Majmudar, Chartered Accountants have furnished:

(i) their written consent to act as Statutory Auditors of the Company;

(ii) a certificate confirming that their appointment, if made, shall be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013 and the Rules made thereunder;

(iii) confirmation regarding their independence;

(iv) valid Peer Review Certificate issued by the Peer Review Board of ICAI; and

(v) such other confirmations as may be required under applicable laws.

The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors (including any Committee thereof) in consultation with the Statutory Auditors, in addition to reimbursement of out-of-pocket expenses and applicable taxes.

Information required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

i. **Proposed Auditor:** M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad

ii. **Firm Registration Number:** 107525W

iii. **Term of Appointment:** Five consecutive years from the conclusion of the 32nd AGM held in the year 2026 until the conclusion of the 37th AGM to be held in the calendar year 2031.

iv. **Proposed Remuneration and Material Change in Fees:** As may be mutually agreed between the Board of Directors (including any Committee thereof) and the Statutory Auditors, plus reimbursement of out-of-pocket expenses and applicable taxes.

   The audit Firm M/s. Pankaj R. Shah & Associates, Chartered Accountants (Firm Registration No. 107361W) was paid ₹ 5.51 Lacs as the audit fees for the FY 2025-26 plus applicable taxes and out-of-pocket expenses on actuals. The payment of fee proposed to be paid to M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad for the financial year ending March 31, 2027 and subsequent Financial Years will be mutually agreed basis in line with the remuneration paid to existing auditor and shall be commensurate with the services to be rendered by them during the given period.

v. Basis of Recommendation: Qualifications, industry expertise, Audit Methodology, peer review status, independence, Reputation of the Firm and Knowledge, capability, resources and audit experience of listed entities.

vi. Details and Credentials: The firm is established in 1988, holds a valid Peer Review Certificate and possesses significant experience in audit and assurance services, including audits of listed and public companies. The firm is eligible to be appointed as Statutory Auditors of the Company.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by customers, suppliers, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, either directly or indirectly, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the resolution set out at Item No. 5 of the accompanying Notice for approval of the Members by way of an Ordinary Resolution.

For Item No. 6

Mr. Rushil K. Thakkar was appointed as Whole Time Director of the Company for a period of Five years with effect from 13th August, 2021. Laterly, he was re-designated as Managing Director with effect from 29th September, 2024 for his remaining term of office. His term is valid upto 12th August, 2026.

Upon recommendation of Nomination and Remuneration Committee, Mr. Rushil Thakkar has been re-appointed as Managing Director of the Company for a period of Three (3) years with effect from 13th August, 2026 to 12th August, 2029 (both days inclusive) by the Board of Directors at their meeting held on August 08, 2026, subject to the approval of members of the Company at the ensuing Annual General Meeting.

Pursuant to the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members by way of Special resolution is sought for re-appointment and payment of remuneration to Mr. Rushil Thakkar, Managing Director (being Executive Director who belongs to Promoter / Promoters Group), as his remuneration exceeds / might exceeds the limit specified under aforesaid SEBI Regulation.

Mr. Rushil Thakkar is 33 years old and is Managing Director of the Company. He is covered in the Promoter Group and also a director of the Company. Under his leadership the Company has achieved the status of being one of the leading brands in Laminated Sheet and MDF Board industry. Mr. Rushil Thakkar is graduate and since last 13 years, he is associated with the Company, directly or indirectly. Before the date of his appointment as director, he was working in the Company as Sr. Vice President. He was actively involved in the implementation of Andhra Pradesh based Thin & Thick MDF project as well as Gujarat based Jumbo Laminate Sheet manufacturing project. He has a wide experience of around 13 years in the Laminate Industry, MDF Board Industry, Laminated Flooring Industry etc. He is trust worthy and has given his contribution for expansion and development of the Company.

He has wide experience and expertise about the quality and rate of raw material, functioning of plant and machinery, customer requirements, administration and management, budgeting in the MDF Board and Laminated Flooring segment. Due to his broad vision, fruitful guidance, great leadership and hardworking, the Company has been marching ahead continuously. Considering his rich experience, knowledge and contribution to the growth of the Company and upon recommendation of the Nomination and Remuneration Committee, the Board of Directors have re-appointed Mr. Rushil Krupesh Thakkar as Managing Director of the Company for further period of three years and recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the members of the Company.

Mr. Rushil Thakkar as Managing Director shall discharge duties and functions subject to the superintendence, direction and control of the Board of Directors of the Company.

He may not exercise the powers as Managing Director, which are required to be exercised by the Company in general meeting and / or by Board of Directors. The principle terms and conditions relating to the re-appointment of Mr. Rushil Thakkar as Managing Director are as follows:

1. **Period of Appointment:** Three (3) years with effect from 13th August, 2026 to 12th August, 2029 (both days inclusive).

2. **Remuneration**

   A) Aggregate Remuneration:

   ₹ 15,00,000/- (Rupees Fifteen Lacs Only) per month w.e.f. 13th August, 2026. This is including salary and perquisites except it is specifically excluded from aggregate remuneration with such periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee subject however that the aggregate remuneration on account of salary shall not exceed ₹ 25,00,000/- (Rupees Twenty Five Lacs only) per month.

   B) Leave Benefits: Leave with full pay & allowances and Encashment of leave not availed of shall be allowed as per Company's rules and it will not be considered in aggregate remuneration.

   C) Other Benefits: Contribution to Provident Fund and Superannuation Fund will not be included in the computation of the ceiling on remuneration and will be extra to the extent they are, either singly or put together not taxable under the Income-tax Act, 1961. Gratuity not exceeding half month salary for each completed year of service is not included in the computation of aggregate remuneration as above and it will be extra.

   D) Car with driver, Mobile phone and telephone at office and residence will be provided extra.

   E) Reimbursement of out of pocket expenses incurred, whether directly or indirectly, for the business of the Company will be done on actual basis.

   F) Any other benefits, amenities and facilities not covered herein but authorized by the Board shall be paid additionally.

3. **Minimum Remuneration:**

   Total remuneration payable to Mr. Rushil Thakkar shall not exceed 5% of the net profit of the Company and total remuneration payable to all the working directors shall not exceed 10% of the net profit of the company in any financial year, calculated in accordance with the provisions of Sections 196,197,198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder or any amendment(s) modification(s) or replacement thereto from time to time.

   Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of tenure of Mr. Rushil Thakkar, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to the conditions as mentioned under Schedule V to the Act, or any modifications thereto.

4. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion deem fit, including the maximum remuneration payable to the Managing Director in accordance with Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder or any amendments made thereafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.

5. If at any time Mr. Rushil Thakkar ceases to be a Director of the Company for any cause whatsoever, he will cease to be the Managing Director.

The Nomination and Remuneration Committee has approved and recommended the reappointment of Mr. Rushil Thakkar, as Managing Director of the Company for Three (3) years with effect from 13th August, 2026 to 12th August, 2029 (both days inclusive) vide their meeting held on August 07, 2026. The same was also approved by the Board of Directors vide their meeting held on August 08, 2026.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue him to avail services as Managing Director.

The terms and conditions of reappointment of Mr. Rushil Thakkar shall be open for inspection by the Members at the Registered Office or Corporate office of the Company during normal business hours on any working day upto the date of this Annual General Meeting.

Mr. Rushil Thakkar will be considered as "Director liable to retire by rotation" as per Section 152 of the Companies Act, 2013. He will continue as "Key Managerial Personnel (KMP)" as required under Section 203 of the Companies Act, 2013.

In compliance with the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013, the reappointment of Mr. Rushil Thakkar as Managing Director is now being placed before the Members for their approval.

Except Mr. Rushil Thakkar and Mr. Krupesh G. Thakkar, Directors of the Company and their relatives who are deemed to be concerned or interested in this Resolution, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution as set out at Item No. 6 of the Notice.

Mr. Krupesh G. Thakkar is the father of Mr. Rushil Krupesh Thakkar, Director of the Company and thus both are related to each other.

The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided at Notes to this Notice.

The Board recommends the Resolution as set out at Item No. 6 of the Notice for approval by the shareholders as Special Resolution.

Annexure to Notice

Details of Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.

1. Mr. Rushil Thakkar, Managing Director

Name of Director and DIN	Mr. Rushil Thakkar (DIN: 06432117)
Designation	Managing Director
Age / Date of birth	33 years / 29th September,1992
Nationality	Indian
No. of shares held	1,50,27,960 (Out of which 1,10,00,000 shares are in lock in)
Qualification	B.Com. (Graduate)
Brief profile and nature of expertise in specific functional areas	Business Management, Marketing, Project development and implementation etc.
Date of first appointment on the Board	August 13, 2021
Terms and conditions of appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.
Remuneration last drawn (FY 2025-26) (per annum)	96,00,010
Details of remuneration sought to be paid	As per the Notice of AGM
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Rushil Thakkar is son of Mr. Krupesh Thakkar, Whole Time Director of the Company. He is also covered in the Promoter Group.
Other Directorship as on March 31, 2026.	• Vir Studdio Private Limited (OPC) • Ghanshyam Forwarder Private Limited • Surya Panel Private Limited • Indian Laminates Manufacturers Association • R Surya Panel Private Limited • Rushil Modala Ply Limited • Kuru Food LLP • Ratnatej Infrastructure LLP • Vir Decorative Sheets Private Limited
Chairmanship/ Membership of the Committees of other Companies in which position of Director is held	NIL
Resignations, if any, from listed entities (in India) in past three years	None
Details of Board/ Committee Meetings attended during the year	The details of his attendance are given in the Corporate Governance Report, which forms part of this Integrated Annual Report.