



# RUSHIL DECOR LIMITED

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vir wood

vir veneer

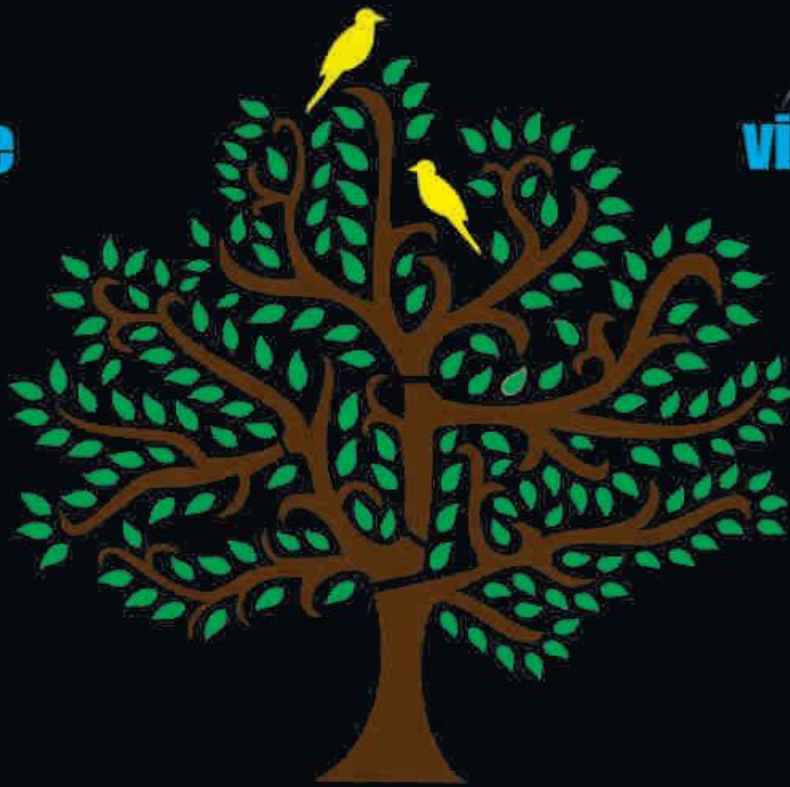
20<sup>th</sup>  
Annual Report  
Year 2013-14



  
**vir mdf**

  
**vir laminate**

  
**vir prelam**



  
**vir veneer**

  
**vir wood**



**CORPORATE INFORMATION:****BOARD OF DIRECTORS**

Shri Ghanshyambhai A. Thakkar	<i>Chairman &amp; Whole time Director</i>
Shri Krupeshbhai G. Thakkar	<i>Managing Director</i>
Shri Harshadbhai N. Doshi	<i>Independent Director</i>
Shri Shankar Prasad Bhagat	<i>Independent Director</i>
Shri Kaushikbhai J. Thakkar	<i>Executive Director</i>
Shri Rohitbhai B. Thakkar	<i>Independent Director</i>
Miss. Jingle P. Thakkar	<i>Additional Director (w.e.f. 7<sup>th</sup> August, 2014)</i>

**COMPANY SECRETARY  
& COMPLIANCE OFFICER**

Mr. Hasmukh K. Modi

**STATUTORY AUDITORS**

M/s. Parikh & Majmudar  
Chartered Accountants  
303, GCP Business Centre,  
Opp. Memnagar Fire Station,  
Near Vijay Cross Road, Navrangpura,  
Ahmedabad -380 009.

**PRINCIPAL BANKERS**

Bank of Baroda  
Kalol Branch, N.G. Road, Kalol.

Allahabad Bank  
S.P. Nagar Branch,  
'ACME CENTRE', Shrimali Society,  
Nr. Navrangpura Railway Crossing,  
Navrangpura, Ahmedabad – 380 009.

**REGISTERED AND CORPORATE OFFICE****Registered Office:**

S. No. 125, Nr. Kalyanpura Patia,  
Gandhinagar Mansa Road, Village Itla,  
Tal. Kalol, Dist. Gandhinagar. PIN - 382845

**Corporate Office:**

1, Krinkal Apartment,  
Opp. Mahalaxmi Temple, Mahalaxmi Society,  
Paldi, Ahmedabad. PIN – 380 007

**REGISTRAR & SHARE TRANSFER AGENT:**

BIGSHARE SERVICES PRIVATE LIMITED  
E/2, Ansa Industrial Estate, Saki vihar Road,  
Saki naka, Andheri(E), Mumbai-400 072

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## RUSHIL DECOR LIMITED

### NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the members of Rushil Decor Limited will be held on **Monday, the 29th day of September, 2014** at 3.00 p.m. at the Registered Office of the Company at S. No. 125, Nr. Kalyanpura Patia, Village **Itla**, Gandhinagar Mansa Road, Tal. Kalol, Dist. Gandhinagar – 382845, Gujarat, India to transact the following businesses:

#### Ordinary Business:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014 including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and cash flow statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Kaushikbhai J. Thakkar (DIN: 06541630), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Twenty Second Annual General Meeting of the Company subject to ratification at each Annual General Meeting and to fix their remuneration.

#### Special Business:

#### 4. CONTINUE THE APPOINTMENT OF SHRI GHANSHYAMBHAI A. THAKKAR (DIN: 00208843) AS WHOLE TIME DIRECTOR

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 152, 196 and other applicable provisions, if any, of the Company Act, 2013 (Act) and the Rules framed thereunder, as amended from time to time, Shri Ghanshyambhai A. Thakkar (DIN: 00208843), Chairman and Whole time director of the Company, shall continue to hold the office of Chairman and Whole time director of the Company, for the remaining period of his tenure.

RESOLVED FURTHER THAT the other terms and conditions including remuneration of Shri Ghanshyambhai A. Thakkar shall remain unchanged as approved by the shareholders vide ordinary resolution passed in Annual General Meeting dated August 20, 2012.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be reasonable, necessary and expedient to give effect to this resolution.

#### 5. APPOINTMENT OF SHRI SHANKAR PRASAD BHAGAT (DIN: 01359807) AS AN INDEPENDENT DIRECTOR

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Shankar Prasad Bhagat (DIN: 01359807) who was appointed as an independent director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (Five) consecutive years from the date of this Annual General Meeting upto the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2019 or upto September 28, 2019 whichever is earlier.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

#### 6. APPOINTMENT OF SHRI ROHITBHAI B. THAKKAR (DIN: 06538323) AS AN INDEPENDENT DIRECTOR

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Rohitbhai B. Thakkar (DIN: 06538323) who was appointed as an independent director of the Company liable to retire

by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 2 (Two) consecutive years from the date of this Annual General Meeting upto the conclusion of the 22<sup>nd</sup> Annual General Meeting of the Company to be held in the calendar year 2016 or upto September 28, 2016 whichever is earlier.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

#### 7. APPOINTMENT OF MISS JINGLE P. THAKKAR (DIN: 06941497) AS AN INDEPENDENT DIRECTOR

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Miss Jingle P. Thakkar (DIN: 06941497), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 7<sup>th</sup> August, 2014 pursuant to the provision of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to August 06, 2019 or date of Annual General Meeting to be held in the Calendar Year 2019 whichever is earlier.

#### 8. RETIREMENT OF A DIRECTOR SHRI HARSHADBHAI N. DOSHI (DIN: 01928520)

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

RESOLVED THAT Shri Harshadbhai N. Doshi (DIN: 01928520), a Director liable to retire by rotation, does not wish to seek re-appointment as a Director of the Company.

RESOLVED FURTHER THAT the vacancy on the Board of Directors of the Company so created be not filled.

#### 9. INCREASE IN BORROWING LIMITS

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on December 5, 2007, and pursuant to the provisions of Section 180(1)(c), 180(2) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time read with rules framed there under (including any statutory modification or amendment or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) for borrowing, from time to time, on such terms and conditions and with or without security, any sum or sums of monies whether in Indian rupees or foreign currency (including External Commercial Borrowing) which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 300 crores (Rupees Three Hundred Crores Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee or person(s) authorized by the Board be and is/are hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements and to do all acts, deeds, matters and things, as may be required to give effect to this Resolution.

#### 10. AUTHORITY TO MORTGAGE / CHARGE ASSETS OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on December 5, 2007, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time read with rules framed there under (including any statutory modification or amendment or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to mortgage and/or charge (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders), all the immovable and movable properties, present and future, pertaining to any one or more of the Company's Units and any other undertaking of the Company where so ever situate and the whole or

substantially the whole of any one or more of the said undertakings of the Company, to or in favour of any Financial Institutions, Banks and other lending Institutions to secure their respective Loans or other Financial Assistance lent, granted and advances or agreed to be lent, granted and advanced whether in Indian rupees or foreign currency (including External Commercial Borrowing) to the Company of such amount or amounts not exceeding ₹ 300 Crores (Rupees Three Hundred Crores Only) in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, costs, charges and other monies payable by the Company to the respective Financial Institutions, Banks and other lending institutions under the Loan Agreement(s) entered into/to be entered into by the Company in respect of the said term loans or other financial instruments or assistance.

RESOLVED FURTHER THAT the Board of Directors of the Company including a Committee thereof, be and is hereby authorized to finalize with the Financial Institutions, Banks and other lending Institutions the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto.

#### **11. AUTHORITY FOR KEEPING REGISTERS AND RETURNS AT A PLACE OTHER THAN REGISTERED OFFICE OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any amendment thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the registers as mentioned under Section 88 and the Annual Return as mentioned under Section 92 of the Companies Act, 2013 at Company's corporate office address at 1, Krinkal Apartment, Opp. Mahalaxmi Temple, Mahalaxmi Society, Paldi, Ahmedabad -380007, Gujarat instead of the Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.

#### **12. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of section 14 and any other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re- enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take such actions as may be necessary, expedient and proper to give effect to this resolution.

#### **13. APPROVAL FOR TRANSACTION WITH RELATED PARTY**

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and clause 49 or any other applicable clauses of the Listing Agreement executed with the Stock Exchange(s), consent of the Company be and is hereby accorded to enter into contracts or arrangements with the related party "Vertex Laminate Private Limited", during the Financial Year 2014-15 and thereafter, up to the maximum amounts of ₹ 20.00 Crores per annum for availing the transportation services by hiring the "trucks" and/or any other "Goods Vehicle" from Vertex Laminate Private Limited on such terms and conditions as the Board may think proper and beneficial to the Company.

RESOLVED FURTHER THAT Shri Krupeshbhai G. Thakkar and Shri Ghanshyambhai A. Thakkar, Directors of the Company be and are hereby severally authorised to do and perform all such acts, deeds and things as may be considered appropriate and reasonably necessary to give effect to the resolution.

#### **14. APPOINTMENT OF MR. RUSHIL K. THAKKAR AS VICE PRESIDENT - GENERAL**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment of Mr. Rushil Krupeshbhai Thakkar,

who is son of Shri Krupeshbhai G. Thakkar (Managing Director) & grandson of Shri Ghanshyambhai A. Thakkar (Whole Time Director) on the terms and conditions stated below:

SR NO.	PARTICULARS	DETAILS
1.	Designation	Vice President – General or such other designation as is appropriate for the tasks that to be assigned from time to time.
2.	Effective Date	From 1 <sup>st</sup> October, 2014
3.	Advance payment (if any)	As per policy of the Company for other employees.
4.	Remuneration and Material terms:	
	A. Salary	₹ 70,000/- (Rupees Seventy Thousand only) p.m. including perquisites with annual increment of at least 20% or such higher amount as may be decided by the board from time to time subject to maximum of ₹ 3,00,000/- (Rupees Three Lacs only) p.m.
	B. Perquisites and Benefits	Benefits, perquisites and allowances as may be determined from time to time. But, it may be covered in monthly salary as fixed above. However, some expenses which are incurred for the promotion of business and which are in the routine course like business tour, mobile bill etc. will not be treated as benefits, perquisites or allowances of Mr. Rushil Thakkar. These expenses will be treated as business expenses.
	C. Terms of appointment	I. All personnel policies of the company and the related rule which are applicable to other employees of the company shall also be applicable to the appointee, unless specifically provided otherwise by the Board of Directors. II. The terms and conditions of appointment of the appointee also include clauses pertaining to adherence with the RDL Code of Conduct, no conflict of interest with the company and maintenance of confidentiality.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised, to determine, modify, consolidate and/or revise the terms and conditions of appointment of Mr. Rushil Krupeshbhai Thakkar, including designation and remuneration within the above limits, in any manner from time to time and to delegate all or any of the powers conferred herein to any Committees of Directors or any Officer(s) of the Company.

#### 15. CHANGE IN THE TERMS OF APPOINTMENT OF MANAGING DIRECTOR

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

RESOLVED THAT pursuant to the provisions of section 152, 196 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) the terms of appointment of Shri Krupeshbhai G. Thakkar (DIN: 01059666), Managing Director is changed from “liable to retire by rotation” to “non-rotational director” for the remaining tenure of his office as Managing Director subject to that other terms and conditions of his appointment will remain the same.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do the necessary acts and things to give effect to the resolution.

#### Notes:

1. A Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.

The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.



## RUSHIL DECOR LIMITED

3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 19th day of September, 2014 to Monday, the 29th day of September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
6. The Annual Report 2013-14 of the Company circulated to the members of the company will be made available on the Company's website [www.virlaminate.com](http://www.virlaminate.com) and also on the website of the respective stock exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
7. To support the 'Green Initiative', Members are requested to register their e-mail address with the Depository Participants, if the shares are held in dematerialized form and with the Company's Registrar & Transfer Agent if the shares are held in physical form, in case you have not registered your e-mail id till now.
8. Members/ proxies are requested to bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
9. The members who have not encashed their dividend warrants for the past financial years are requested to approach the Company for payment.
10. Members can avail of the facility of nomination in respect of securities held by them pursuant to the provision of Section 72 of the Companies Act, 2013. Members holding shares in physical form and desiring to avail of this facility may send their nomination in the prescribed form duly filled-in to RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
12. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
13. The Company's Registrar and Transfer Agent for its share registry work is Bigshare Services Private Limited (RTA).
14. Appointment/re-appointment of Directors: A profile containing information to be provided under Clause 49 of the Listing Agreement pertaining to the Directors being appointed/re-appointed is attached with the Notice of Annual General Meeting. Members are requested to kindly refer to the same.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement executed with the Stock Exchanges, the members are provided with the facility to cast their vote by electronic means, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Annual General Meeting.
17. The instructions for e-voting are as under:
  - i) The voting period begins on Monday, the 22<sup>nd</sup> day of September, 2014 (9.00 a.m.) and ends on Wednesday, the 24<sup>th</sup> day of September, 2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, the 22<sup>nd</sup> day of August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - iii) Click on "Shareholders" tab.
  - iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - v) Next enter the Image Verification as displayed and Click on Login.
  - vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



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

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

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

ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

xi) Click on the EVSN against the Company's name for which you choose to vote i.e. RUSHIL DECOR LIMITED

xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

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

xviii) Note for Institutional Shareholders

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

xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## RUSHIL DECOR LIMITED

### xx) Other Instructions:

- I. A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014. During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cutoff date i.e., Friday, the 22<sup>nd</sup> day of August, 2014 may cast their votes electronically.
- II. The e-voting period commences at Monday, the 22<sup>nd</sup> day of September, 2014 (9.00 a.m.) and ends on Wednesday, the 24<sup>th</sup> day of September, 2014 (6.00 p.m.). The e-voting module shall be disabled by **CDSL** for voting thereafter. Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.
- III. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, the 22<sup>nd</sup> day of August, 2014.
- IV. Ms. Mihika Kaushikbhai Patel, Practicing Company Secretary (ACS Membership No: 35308 & CP No.: 13304) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.virlaminate.com](http://www.virlaminate.com) and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

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

**Hasmukh K. Modi**  
Company Secretary

Date : August 7, 2014  
Registered Office:  
S. No. 125, Nr. Kalyanpura Patia,  
Vill. Itla, Gandhinagar Mansa Road,  
Tal. Kalol, Dist. Gandhinagar - 382845.  
Corporate Identification Number: L25209GJ1993PLC019532  
E-mail: [cs@virlaminate.com](mailto:cs@virlaminate.com), Website: [www.virlaminate.com](http://www.virlaminate.com)

### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### In respect of Item no: 4

As per the provisions of Section 196(3) of the Companies Act, 2013, No Company shall appoint or continue the employment of any person as managing director, whole-time director or manager who has attained the age of seventy years. The same can be done by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Shri Ghanshyambhai A. Thakkar has attained the age of 72 years, has an experience of more than 40 years in the industry of laminated sheets, plywood, particle board, prelam board and allied items. He is on board since 2007 and is proved an Engine in the growth of a Company. Shri Ghanshyambhai A. Thakkar promoter of our company holds Bachelor of Science degree from Gujarat University and holds Diploma in Civil Engineering from Department of Technical Education from Gujarat State. He is Chairman Cum Whole Time Director in the Company. As a Whole Time Director he is involved in day to day operations of Company. He is looking into the finance management, purchase of raw material etc.

Shri Ghanshyambhai A. Thakkar was reappointed in 2012 for five years whose term will expire in 2017. However, as per Companies Act, 2013 a person can continue as whole time director, even after attaining the age of 70 years, only if it is approved by Special Resolution. So, the resolution is proposed for approval of the shareholders.

Board of Directors believe that continuance of Shri Ghanshyambhai A. Thakkar would be beneficial to the Company and recommend that the aforesaid resolution be passed by the members.