



RUSHIL DECOR LIMITED

Annual Report

2015-16



vir laminate



virext-lam



vir prelam



vir mdf

Genesis

An Experienced and Dynamic 2 Star Export House with Global Vision & State of The Art Manufacturing Facilities, established in the year 1993 and has been since then recording steady growth over the years under the able guidance of the Board of Directors, Technocrats and Qualified Professionals with deep rooted values and ethics.

A company having its foot prints in over 36 countries globally and a strong profound presence in India commanding a sizable market share in the Indian Interior decorative segment.

The company commenced its operations with manufacturing of decorative high pressure laminates under its flag ship brand

VIR LAMINATE, further expanded into MDF Boards, PLPB etc. over the years catering to ever increasing demands of discerning buyers both domestically as well as internationally.

Vision

To be one of the most preferred Indian Brand in The Laminate and Penal Industry.

Mission

To nurture Architects, Interior Designers & Builders to achieve their business objectives by providing innovative, best in its class products with expertise and excellence.

Quality Driven organization with ISO 9001:2000 CERTIFICATION for its manufacturing facilities.

Stringent controls and monitoring systems ensuring a trouble free product for lifetime, confirming to B.I.S Standards and to EN standards.

State of art manufacturing facilities, duly upgraded regularly to keep abreast with the latest global technologies and highly skilled manpower and technocrats to offer a product par excellence to the customers.

Innovation

Innovation in organization is linked to positive changes in efficiency, quality, competitiveness and new developments in the form of current market trends.

On Time Logistics - Service

Backed with an efficient team to ensure that the products are delivered to various destinations globally in time; using best available resources that is ever ready to serve with a smile.

Customer Delight

Customer is our source of existence and we all strive to excel in ensuring that the customer is not just satisfied but delighted doing business with us.

RUSHIL DECOR LIMITED

CORPORATE INFORMATION:

BOARD OF DIRECTORS

Shri Ghanshyambhai A. Thakkar	Chairman & Whole time Director
Shri Krupeshbhai G. Thakkar	Managing Director
Shri Kaushikbhai J. Thakkar	Executive Director
Mrs. Jingle P. Thakkar	Independent Director
Shri Rohitbhai B. Thakkar	Independent Director
Shri Shankar Prasad Bhagat	Independent Director

CHIEF EXECUTIVE OFFICER

Mr. Keyur M. Gajjar

CHIEF FINANCIAL OFFICER

Mr. Vipul S. Vora

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 BANKER

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

REGISTERED AND CORPORATE OFFICE

Registered Office:

S. No. 125, Nr. Kalyanpura Patia,
Gandhinagar Mansa Road, Village Itla,
Tal. Kalol, Dist. Gandhinagar. PIN - 382845
CIN: L25209GJ1993PLC019532

Corporate Office:

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

REGISTRAR & SHARE TRANSFER AGENT:

BIGSHARE SERVICES PRIVATE LIMITED
E-2/3, Ansa Industrial Estate, Saki vihar Road,
Saki naka, Andheri(E), Mumbai-400 072

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NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of Rushil Decor Limited (CIN:L25209GJ1993PLC019532) will be held on Tuesday, the 27th day of September, 2016 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 audited financial statements of the Company for the year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of Rs. 0.50 per equity share and to approve the interim dividend of Rs. 0.50 per equity share, already paid during the year, for the year ended March 31, 2016.
3. To appoint a Director in place of **Shri Kaushikbhai J. Thakkar** (DIN:06541630), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider the reappointment of M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad (Firm Registration No. 107525W), as the Auditors of the Company and in this connection, to approve with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad (Firm Registration No. 107525W) be and are hereby reappointed as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting, subject to ratification of appointment by the shareholders at every Annual General Meeting held after this Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors of the Company for the Financial Year 2016-17.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS:

5. To consider the reappointment of Shri Rohitbhai B. Thakkar (DIN: 06538323) as an Independent Director and in this connection, to approve with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV to the Act and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Rohitbhai B. Thakkar (DIN: 06538323), who holds position as an independent director of the Company upto the date of this Annual General Meeting in terms of his appointment as an independent director in the 20th 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 his candidature for the office of Director, be and is hereby reappointed as an Independent director of the Company not liable to retire by rotation to hold office for a period of Five consecutive years commencing from the date of this Annual General Meeting i.e. from the date of 27th September, 2016 to the date of 26th September, 2021 or the date of 27th Annual General Meeting whichever is earlier.

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

6. To consider about the continuation of appointment and fixing the salary of Mrs. Krupaben K. Thakkar, relative of director(s) and in this connection, to approve with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for continuation

RUSHIL DECOR LIMITED

of the appointment of Mrs. Krupaben K. Thakkar who is wife of Managing Director with following terms and conditions:

Sr.No.	Particulars	Details
1	Name	Mrs. Krupaben K. Thakkar
2	Nature of Relationship	She is wife of Shri Krupesh G. Thakkar, Managing Director of the Company & Son's wife of Shri Ghanshyambhai A. Thakkar, Chairman of the Company
3	Designation	Vice President – Business Development or such other designation as is appropriate for the tasks that to be assigned from time to time.
4	Effective Date	Starting from 1st day of October, 2016 to the date of attainment of Age of 55 years by her.
5	Responsibility and Work profile	Business development. However, it can be changed as per requirement of the Company and after mutual consent of both the parties.
6	Advance payment (if any)	As per policy of the Company for other employees.
7	Remuneration and Material terms:	
	A. Salary	Rs. 3,50,000/- (Rupees Three Lacs Fifty Thousand only) per month including perquisites with annual increment of not more than 20% over the last year's remuneration or such other amount as may be decided by the board from time to time subject to maximum of Rs. 10,00,000/- (Rupees Ten Lacs only) per month.
	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 Mrs. Krupaben K. Thakkar.
	C. Terms of Appointment	<p>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.</p> <p>II. The term and condition of appointment of the appointee also include clauses pertaining to adherence with the Code of Conduct applicable to the board of directors and senior management personnel of the Company, no conflict of interest with the company and maintenance of confidentiality.</p> <p>III. Other terms and conditions will be as mutually decided by HR Department of the Company and Mrs. Krupaben K. Thakkar.</p>

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things, settle any queries/difficulties/doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.”

7. To consider and approve the fees for delivery of any document through a particular mode of delivery to a member and in this connection, to approve with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to charge

from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least five days in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to decide the estimated actual expenses that can be charged in providing documents to shareholder in a particular mode and also authorised to do all such acts, deeds and things as he may in his absolute discretion deem necessary and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses to be transacted is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing a proxy, in order to be valid and effective, must be deposited with the Company at its Registered Office or Corporate Office not later than 48 hours before the commencement of the Meeting.

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 carrying Voting Rights. 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.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 17th day of September, 2016 to Tuesday, the 27th day of September, 2016 (both days inclusive) for payment of final dividend and Annual General Meeting.
4. The Final dividend, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as 16th day of September, 2016 as per the downloads furnished to the Company by Depositories for this purpose. In case of shares held in physical form, dividend will be paid to the shareholders, whose names shall appear on the Register of Members as on 16th day of September, 2016.
5. 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.
6. Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants.
7. In accordance with Section 101 and 136 of the Companies Act, 2013 read with Rules made thereunder, the Notice of the 22nd AGM along with Attendance Slip and Proxy Form, part of the Annual Report 2015-16 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.
8. The Annual Report 2015-16 of the Company circulated to the members of the company will be made available on the Company's website **www.virlaminate.com**.
9. To support the 'Green Initiative', Members who have not got their email id recorded or registered are requested to register their e-mail address and changes therein 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 ids till now.
10. Members/proxies are requested to bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
11. All documents referred to in the accompanying notice and explanatory statement will be kept open for

inspection at the Registered Office and Corporate Office of the Company on all working days during business hours prior to date of Annual General Meeting.

12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company at its corporate office address. Members are requested to ensure that they claim the dividend(s) from the company before transfer of the said amount to Investors Education and Protection Fund (IEPF).
13. 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.
14. 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.
15. 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.
16. The Company's Registrar and Transfer Agents for its share registry work is Bigshare Services Private Limited address at E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai, Maharashtra, PIN - 400072. Tel. 022-40430295, Fax. 022-28475207, **Email: bhagwan@bigshareonline.com** and website **www.bigshareonline.com**.
17. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the businesses set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("remote e-voting").
18. The facility for voting, through the Ballot Paper shall also be made available at the meeting and Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right of Voting at the meeting through the Ballot Paper. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
19. The Members who avail the facility of voting, through the Remote e-voting, cannot vote at the Meeting. If members casts vote by both modes, then voting done through e-voting shall prevail and voting done through the Ballot form at meeting shall be treated invalid.
20. The Members holding shares as on the cut-off date i.e. Tuesday, 20th day of September, 2016, shall be reckoned for voting purpose and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off-date.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, The Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Companies Act, 2013, the Auditor's Report and Secretarial Audit Report will be available for inspection by the members at the Annual General Meeting.
22. The instructions or procedure of Remote e-voting are as under:
 - (i) The voting period begins on Friday, 23rd day of September, 2016 (9.00 a.m.) and ends on Monday, the 26th day of September, 2016 (5:00 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 of Tuesday, the 20th day of September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (ii) The shareholders should log on to the e-voting website **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 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"> • 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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the number of Shares held by you in the bank account column.</p>

- (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 existing 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 Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scan 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.virlaminate.com** and on the website of CDSL i.e **www.cdslindia.com** within three days of the passing of the Resolutions at the 22nd Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- (xxi) 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** under help section or write an email to helpdesk.evoting@cdslindia.com.

23. 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) Amendment Rules, 2015. 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., Tuesday, 20th day of September, 2016 may cast their votes electronically.
- II. The Remote e-voting period commences at Friday, 23rd day of September, 2016 (9.00 a.m.) and ends on Monday, the 26th day of September, 2016 (5:00 p.m.). At the end of Remote e-voting period, the facility shall forthwith be blocked. Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.
- III. The Company has appointed CS Chirag G. Shah Proprietor of Chirag G. Shah & Co., Practicing Company Secretary (FCS Membership No: 6572 & CP No.: 11827) as the Scrutinizer for overseeing the voting and remote e-voting process in a fair and transparent manner.
- IV. The shareholders are requested to write to the Company Secretary at the below mentioned address for resolving their grievances:

Name:	Modi Hasmukh Kanubhai
Designation:	Company Secretary
Address:	1, Krinkal Apartment, Opp. Mahalaxmi Temple, Mahalaxmi Society, Paldi, Ahmedabad – 380007, Gujarat.
Email:	cs@virlaminate.com and ipo@rushil.com
Telephone:	(079) 26622323, 26651346
Fax:	(079) 26640969

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

For Item No. 5:

Shri Rohitbhai B. Thakkar was appointed as an independent director in the 20th Annual General Meeting of the Company for a term of two years as per provisions of clause 49 of the Listing Agreements entered with the Stock

Exchanges. His term was valid upto the conclusion of the 22nd Annual General Meeting of the Company or upto September 28, 2016 whichever is earlier. Accordingly, his first term as an independent director will complete on the date of conclusion of this Annual General Meeting.

The Nomination and Remuneration Committee has considered and recommended the reappointment of Shri Rohitbhai B. Thakkar, as an Independent Director for second term of five consecutive years from the date of this Annual General Meeting i.e. from the date of 27th September, 2016 to the date of 26th September, 2021 or the date of 27th Annual General Meeting whichever is earlier and the same was also approved by the Board of Directors vide their meeting held on 30.07.2016. The board of directors has carried out performance evaluation of Shri Rohitbhai B. Thakkar as required under clause V of schedule IV to the Companies Act, 2013.

Shri Rohitbhai B. Thakkar, non-executive independent director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. Further, in the opinion of the Board Shri Rohitbhai B. Thakkar fulfills the conditions specified in the Act and the Rules framed thereunder for reappointment as Independent Director and is independent of the management. Shri Rohitbhai B. Thakkar has also furnished a declaration under Section 152(4) under this Act that he is not disqualified to become a director. Further, as required under section 149(5) of the Act, he also gave his consent to continue the office as director. Shri Rohitbhai B. Thakkar is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

Brief resume and other details of the Shri Rohitbhai B. Thakkar whose appointment is proposed hereby is provided in the annexure to the Explanatory Statement attached herewith.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Rohitbhai B. Thakkar as an Independent Director.

The terms and conditions of reappointment of Shri Rohitbhai B. Thakkar shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the reappointment of Shri Rohitbhai B. Thakkar as Independent Directors is now being placed before the Members for their approval.

Shri Rohitbhai B. Thakkar and his relatives to the extent of their shareholding interest, if any, in the Company is deemed to be concerned or interested to the extent of his appointment.

Save and except the above, none of the other directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Resolution set out at Item No. 5 of the Notice for approval by the shareholders as a Special Resolution.

For Item No. 6:

Mrs. Krupaben K. Thakkar is drawing salary of Rs. 3.48 lacs per month as Vice President – Business Development. Company is growing and its business is expanded by products, customers and market. Mrs. Krupaben K. Thakkar is looking all over the admin of the Company. She is also involved into the business development, expand the marketing network, addition of new customer base, innovation into product base etc. She is playing important role into the organization. Mrs. Krupaben K. Thakkar with her vast experience has developed the business of the Company and set in place processes and systems for the business of the Company. Presently, she is drawing salary of Rs. 3.48 lacs p.m. which is in line with approval by the equity shareholders in their Extra Ordinary General Meeting held on 17.08.2009 followed by the Central Government Approval dated 16.03.2010. The Central Government approval will expire on the 31.08.2016, so it was proposed to continue her appointment on the terms and conditions as mentioned in the above proposed Board Resolution.

The Nomination and Remuneration Committee had recommended continuation of her appointment and remuneration vide their meeting held on 05.02.2016. The Board also considered and approved in their meeting dated 06.02.2016 that her association with Company would be immense benefit to the Company and it is advisable to continue her appointment in the Company with remuneration as mentioned in this resolution.

This resolution is proposed pursuant to provisions of section 188(1) (f) of the Companies Act, 2013 read with the Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014.