



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

Regd. Office:  
S. No. 125, Near Kalyanpura Patia, Village ITLA,  
Gandhinagar-Mansa Road, Ta. Kalol,  
Dist. Gandhinagar-382845, Gujarat, INDIA.  
CIN: L25209GJ1993PLC019532

+91-79-61400400 +91-79-61400401 info@rushil.com www.virlaminate.com

RDL/BSE/046/2017-18  
Date: 23.09.2017

To,  
Dept. of Corporate Services  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

**BSE Equity Script Code 533470**

Dear Sir,

**SUB.: PROCEEDING OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF COMPANY HELD ON SATURDAY, 23<sup>RD</sup> DAY OF SEPTEMBER, 2017**

In Compliance with the provision of the Regulation 30 read with Para A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015, the proceeding of the 23<sup>rd</sup> Annual General Meeting of Company held on Saturday, the 23<sup>rd</sup> day of September 2017 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 is as follow:

1. Shri Ghanshyambhai A. Thakkar, Chairman of the meeting occupied the chair to lead the meeting.
2. Shri Ghanshyambhai A. Thakkar, Chairman, Shri Krupeshbhai G. Thakkar, Managing Director, Shri Kaushikbhai J. Thakkar, Executive Director, Mrs. Jingle Thakkar, Independent Woman Director, Shri Rohitbhai B. Thakkar, Independent Director and Shri Shankar Prasad Bhagat, Independent Director & Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company were present in the Meeting.
3. Mr. Keyur M. Gajjar, Chief Executive officer (CEO), Mr. Vipul S. Vora, Chief Financial Officer (CFO), Mr. Hasmukh K. Modi, Company Secretary & Compliance Officer, a representative of M/s. Parikh & Majmudar, Statutory Auditors and CS Chirag G. Shah, Proprietor of M/s. Chirag G. Shah & Co., Secretarial Auditor, were also present in the meeting.
4. In aggregate, 24 Members representing 7891730 equity shares were present in the meeting in person.
5. Shri Ghanshyambhai A. Thakkar Chairman welcomed the members present in the meeting and informed that the requisite quorum for meeting is present, the Chairman called the meeting to order. The quorum was present throughout the meeting.
6. Then, all the persons sitting on the dais at the AGM were introduced.



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**vir ext-lam**

**vir prelam**

**vir mdf**





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7. The Members were informed that the Statutory Registers including Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the directors are interested, Auditor's Report, Secretarial Audit Report and other relevant documents are available for inspection of the members at the Annual General Meeting.
8. It was further informed to the members present in the Meeting that, in compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 including amendment thereof and applicable provisions of SEBI (LODR) Regulations, 2015, the Company provided the facility to its members to cast their vote by electronic means, through the Remote e-voting services by using the platform of CDSL. Then, it was stated that the facility of e-voting commenced on Tuesday, 19<sup>th</sup> September, 2017 and concluded on Friday, 22<sup>nd</sup> September, 2017.
9. It was informed that Members who have not casted their vote by remote e-voting, they may cast the same through the Ballot Paper available in the meeting and the members who have cast their vote by remote e-voting, they were not entitled to cast their vote again by ballot papers. Also informed that CS Chirag G. Shah Proprietor of Chirag G. Shah & Co., Practicing Company Secretary (FCS Membership No: 6572 & CP No.: 11827) appointed, as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
10. The Notice of the 23<sup>rd</sup> Annual General Meeting together with the Explanatory statement and the Auditors Report was taken as read with the consent of the members present at the meeting.
11. Then after, the businesses as mentioned below and also mentioned in the Notice of AGM were processed.

#### **ORDINARY BUSINESS:**

- a) Adoption of the Audited Financial Statements of the Company for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon by **Ordinary Resolution.**
- b) Declaration of final dividend of Rs. 0.50 per equity share for the year ended March 31, 2017 by **Ordinary Resolution.**
- c) Re-appointment of Shri Kaushikbhai J. Thakkar, as a director of the Company, who retires by rotation and, being eligible, offers himself for reappointment by **Ordinary Resolution.**
- d) Ratification of the appointment of M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad (Firm Registration No. 107525W), as approved by Members at the Twenty Second Annual General Meeting as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of next AGM and to fix their remuneration for the financial year ending 31st March, 2018 by **Ordinary Resolution.**



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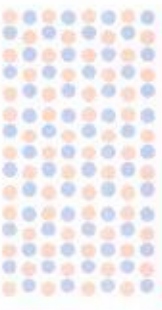
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**SPECIAL BUSINESS:**

- e) Re-appointment and fixation of remuneration of Krupeshbhai G. Thakkar as Managing Director by **Ordinary Resolution**.
- f) Re-appointment and fixation of remuneration of Ghanshyambhai A. Thakkar as Whole Time Director by **Special Resolution**.
- g) Increase the Borrowing Limits up to Rs. 600 Crores (Rupees Six Hundred Crores) by **Special Resolution** as per Section 180(1)(c) of the Companies Act, 2013.
12. It was informed that there is no qualification, observation, or comments or other remarks on financial transactions or matters in the Auditor's Report as given by the Statutory Auditors which have any adverse effect on the functioning of the company.
13. It was further informed that there is no qualification or comments or other remarks in the Secretarial Audit Report issued by the CS Chirag G. Shah, Proprietor of M/s. Chirag G. Shah & Co., Secretarial Auditor for the year ended on 31.03.2017 except one observation made by Secretarial Auditor about less spending of CSR expenses as per requirement. The said observation was read at the meeting.
14. Then, it was requested to the Shareholders to deposit the Ballot paper in the Ballot box placed in the Meeting hall to give effect to the votes cast by them. Then, informed to the members that the combined results of the votes cast through remote e-voting and poll on all the Resolutions would be declared with the time being in force.

The meeting was concluded by thanks to all the members and persons present in the meeting for attending and participating at the Meeting.

Please take the same in your records and do the needful.

Thanking you,

Yours faithfully,  
For Rushil Décor Limited

Ghanshyambhai A. Thakkar  
Chairman  
DIN: 00208843



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