

Corporate Governance Report for the year ended on 31.03.2019

General information about company	
Scrip code	533470
NSE Symbol	RUSHIL
MSEI Symbol	
ISIN	INE573K01017
Name of the entity	RUSHIL DÉCOR LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

FOR, RUSHIL DECOR LTD.
Mool Pratik
COMPANY SECRETARY

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Wether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Ghanshyam Ambalal Thakkar	AAJPT5528R	00208843	Executive Director	Chairperson related to Promoter		01-09-2017			1	1	0		
2	Mr	Krupesh Ghanshyambhai Thakkar	AAJPT5527A	01059666	Executive Director	Not Applicable	MD	01-09-2017			1	1	0		
3	Mr	Kaushikbhai Jaikrishnabhai Thakkar	ABKPT5706B	06541630	Executive Director	Not Applicable		30-03-2018	02-02-2019		0	0	0		
4	Mr	Ramanikbhai Tejabhai Kansagara	AJLPK1786D	08341541	Executive Director	Not Applicable		02-02-2019			1	1	0		

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Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Ms	Jingle Thakkar	AIWPT5110G	06941497	Non-Executive - Independent Director	Not Applicable		29-09-2014		54	1	1	0		
6	Mr	Rohitbhai Bhailalbhai Thakkar	ADCPT5055H	06538323	Non-Executive - Independent Director	Not Applicable		27-09-2016		30	1	1	0		
7	Mr	Shankar Prasad Bhagat	ACWPB7495G	01359807	Non-Executive - Independent Director	Not Applicable		29-09-2014		54	3	2	3		

Text Block

Textual Information(1)	Mr. Kaushikbhai J. Thakkar, executive director had resigned from the post of directorship and all other position from Rushil Decor Limited w.e.f. 02.02.2019. Hence we have shown zero for his directorship in company and chairmanship & membership in audit committee of the Company. On the same date i.e. 02.02.2019, one more executive director was appointed namely Mr. Ramanikbhai Tejabhai Kansagara. Thus, total number of directors never crossed by six. Further, number of Independent directors were also 3 which is 1/2 of the total number of directors.
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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Textual
Information(1)

Annexure 1 Text Block

Textual Information(1)

Mr. Kaushikbhai J. Thakkar, executive director and member of the Audit Committee had resigned from the post of directorship and all other position from Rushil Dcor Limited w.e.f. 02.02.2019.

On the same date i.e. 02.02.2019, one more executive director was appointed namely Mr. Ramnikbhai Tejabhai Kansagara and was also became member of Audit Committee.

Thus, total number of members of the Audit Committee never crossed by four. Further, number of Independent directors in the committee were also three.

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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01359807	Shankar Prasad Bhagat	Non-Executive - Independent Director	Chairperson	05-10-2009		
2	06941497	Jingle Thakkar	Non-Executive - Independent Director	Member	08-11-2014		
3	06538323	Rohitbhai Bhailalbhair Thakkar	Non-Executive - Independent Director	Member	07-11-2015		
4	08341541	Ramanikbhai Tejabhai Kansagara	Executive Director	Member	02-02-2019		Textual Information(1)
5	06541630	Kaushikbhai Jaikrishnabhai Thakkar	Executive Director	Member	30-03-2013	02-02-2019	Textual Information(2)

Sr Text Block	
Textual Information(1)	On dated 02.02.2019, one executive director was appointed namely Mr. Ramnikbhai Tejabhai Kansagara and was also became member of Audit Committee.
Textual Information(2)	Mr. Kaushikbhai J. Thakkar, executive director and member of the Audit Committee had resigned from the post of directorship as well as audit committee member of Rushil Dcor Limited w.e.f. 02.02.2019.

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Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01359807	Shankar Prasad Bhagat	Non-Executive - Independent Director	Chairperson	05-10-2009		
2	06941497	Jingle Thakkar	Non-Executive - Independent Director	Member	08-11-2014		
3	06538323	Rohitbhai Bhailalbhair Thakkar	Non-Executive - Independent Director	Member	30-03-2013		
4	00208843	Ghanshyam Ambalal Thakkar	Executive Director	Member	08-11-2014		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01359807	Shankar Prasad Bhagat	Non-Executive - Independent Director	Chairperson	05-10-2009		
2	00208843	Ghanshyam Ambalal Thakkar	Executive Director	Member	05-10-2009		
3	01059666	Krupesh Ghanshyambhai Thakkar	Executive Director	Member	05-10-2009		

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Risk Management Committee_ NOT APPLICABLE							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00208843	Ghanshyam Ambalal Thakkar	Executive Director	Chairperson	27-05-2014		
2	01059666	Krupesh Ghanshyambhai Thakkar	Executive Director	Member	27-05-2014		
3	01359807	Shankar Prasad Bhagat	Non-Executive - Independent Director	Member	27-05-2014		

Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	

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Annexure 1

Annexure 1

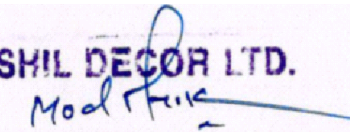
III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	03-11-2018			
2		02-02-2019	90	

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	02-02-2019	Yes	3	03-11-2018	90		

FOR, RUSHIL DECOR LTD.

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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block

Textual Information(1)	Company has entered into Material RPT during the year for which prior approval of audit committee is taken. Shareholder's approval for the same will be taken in due course
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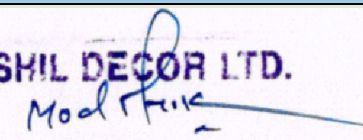
Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	MR. HASMUKH K. MODI
2	Designation	Company Secretary and Compliance Officer

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Text Block

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.rushil.com/business/high-pressure-decorative-laminate https://www.rushil.com/business/mdf-board
2	Terms and conditions of appointment of independent directors	Yes		https://www.rushil.com/CodesPoliciesPdf/Terms-and-conditions-for-appointment-of-Independent-Director.pdf
3	Composition of various committees of board of directors	Yes		https://www.rushil.com/CodesPoliciesPdf/Composition_of_Various_Committee_of_Board_of_Directors.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.rushil.com/CodesPoliciesPdf/or-management-under-Regulation-17-of-the-SEBI-LODR-Regulation-2015.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.rushil.com/CodesPoliciesPdf/Whistle_Blower_Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.rushil.com/CodesPoliciesPdf/criteria-of-making-payments-to-non-executive-directors.pdf
7	Policy on dealing with related party transactions	Yes		https://www.rushil.com/CodesPoliciesPdf/Policy-on-dealing-with-Related-Partly-Transaction.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.rushil.com/CodesPoliciesPdf/Policy-for-determining-Material-Subsidiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.rushil.com/CodesPoliciesPdf/Familiarisation-Programme-for-Independent-Directors.pdf

FOR, RUSHIL DECOR LTD.

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.rushil.com/contactlisting
11	email address for grievance redressal and other relevant details	Yes		https://www.rushil.com/contactlisting
12	Financial results	Yes		https://www.rushil.com/financial
13	Shareholding pattern	Yes		https://www.rushil.com/shareholdingpattern
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

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Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

FOR, RUSHIL DECOR LTD.

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Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

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Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block

Textual Information(1)	Company has entered into Material RPT during the year for which prior approval of audit committee is taken. Shareholder's approval for the same will be taken in due course.	
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FOR, RUSHIL DECOR LTD.
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Annexure II

1	Name of signatory	MR. HASMUKH K. MODI
2	Designation	Company Secretary and Compliance Officer

Annexure II**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	MR. HASMUKH K. MODI
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	MR. HASMUKH K. MODI
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	17-04-2019

FOR, RUSHIL DECOR LTD.

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