



**NOTICE**

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of Rushil Decor Limited (CIN:L25209GJ1993PLC019532) will be held on **Saturday, the 26th day of September, 2015 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, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Ghanshyambhai A. Thakkar (DIN: 00208843)**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad (Firm Registration No. 107525W) as approved by Members at the Twentieth 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, 2016.

**Notes:**

1. 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.
2. 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 19th day of September, 2015 to Saturday, the 26th day of September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
3. 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.
4. In accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of the 21<sup>st</sup> AGM along with Attendance Slip and Proxy Form, part of the Annual Report 2014-15 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.
5. The Annual Report 2014-15 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).
6. 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 ids till now.
7. Members/proxies are requested to bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
8. 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).
9. 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.
10. 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.
11. 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.



12. 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, 400072. Tel. 022-40430295, Fax. 022-28475207, Email: bhagwan@bigshareonline.com and website www.bigshareonline.com.
13. 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 Company has provided the facility to its members to cast their vote by electronic means, through the Remote e-voting services provided by CDSL. Thus, all the businesses as mentioned in the notice may be transacted through remote e-voting.
14. 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.
15. The Members who avail the facility of voting, through the Remote e-voting, cannot vote at the Meeting. If a members casts vote by both modes, then voting done through remote e-voting shall prevail and the Ballot form shall be treated invalid.
16. The Members holding shares as on the cut-off date i.e. Saturday, 19th day of September, 2015, 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.
17. 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.
18. The instructions or procedure of Remote e-voting are as under:
  - (i) The voting period begins on Wednesday, 23<sup>rd</sup> day of September, 2015 (9.00 a.m.) and ends on Friday, the 25<sup>th</sup> day of September, 2015 (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 Saturday, the 19th day of September, 2015, may cast their vote electronically. At the end of Remote e-voting period, the facility shall forthwith be blocked.  
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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• If both 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 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](http://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](mailto: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](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).
- (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) 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., Saturday, 19th day of September, 2015, may cast their votes electronically.
  - II. The Remote e-voting period commences at Wednesday, 23<sup>rd</sup> day of September, 2015 (9.00 a.m.) and ends on Friday, the 25<sup>th</sup> day of September, 2015 (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 conducting the remote e-voting process in a fair and transparent manner.
  - IV. The scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same
  - V. Based on the scrutiniser's report received on Remote e-voting and voting at the Meeting, the Chairman shall declare the result of the voting. The result of the voting, with details of the number of votes cast for and against



the Resolution, invalid votes and whether the Resolution has been carried or not shall be displayed on the Notice Board of the company at its Registered Office and its Corporate Office.

VI. The results of voting along with the scrutinizers' report shall also be placed on the website of the company i.e. www.virlaminate.com and on the website of **CDSL** immediately after the result is declared by the Chairman of the Company and the results will be simultaneously communicated to the Stock Exchanges.

VII. 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  
 Telephone : (079) 26622323, 26651346  
 Fax : (079) 26640969

19. Information required under Clause 49 of the Listing Agreement with respect to the Directors retiring by rotation and being eligible, seeking re-appointment is as under:

<b>Name of the Director</b>	Shri Ghanshyambhai A. Thakkar
<b>Director Identification Number</b>	00208843
<b>Date of appointment</b>	08th March, 2007
<b>Position in the Company</b>	He is whole time Executive director in the Company. He is also a Chairman of the Company.
<b>Brief resume of the Director including nature of expertise in specific functional areas</b>	Shri Ghanshyambhai A. Thakkar, age 73 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.
<b>Expertise in specific functional areas</b>	Vast Experience in General Management & Production & Purchase
<b>No. of shares held in the Company</b>	2025950
<b>Directorships and Committee memberships held in other companies</b>	He is not holding directorship in other Company except in Rushil Décor Limited. Further, he is holding membership in the Stakeholder Relationship Committee and Nomination and Remuneration Committee of Rushil Décor Limited. He is also holding Chairmanship of CSR Committee & Risk Management Committee of the Company.
<b>Inter-se relationships between Directors</b>	Ghanshyambhai A. Thakkar is father of Krupeshbhai G. Thakkar, (Managing Director)

By Order of the Board,  
**Hasmukh K. Modi**  
 Company Secretary

Date : 8<sup>th</sup> August, 2015  
 Place : Ahmedabad  
 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, Website: www.virlaminate.com



**RUSHIL DECOR LIMITED**

**Corporate Identification No.: L25209GJ1993PLC019532**

**Regd. Office:** S. No.125, Near Kalyanpura Patia, Gandhinagar – Mansa Road, Village Itla, Tal: Kalol, Dist. Gandhinagar – 382845, Gujarat.

**Tel.: (079) 26651346, 26622323 Fax: (079) 26640969**

**Email ID: cs@virlaminate.com Website: www.virlaminate.com**

**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member (s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Folio No/ Client Id : \_\_\_\_\_ DP Id : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the **RUSHIL DÉCOR LIMITED**, hereby appoint:

1. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_

Address : \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_

Address : \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_

Address : \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21<sup>st</sup> Annual General Meeting of the Company to be held on Saturday, the 26<sup>th</sup> day of September, 2015 at 3:00 p.m. at S. No. 125, Near Kalyanpura Patia, Gandhinagar Mansa Road, Village Itla, Tal. Kalol, Dist. Gandhinagar – 382845, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

[PTO]

**RUSHIL DECOR LIMITED**

**Corporate Identification No.: L25209GJ1993PLC019532**

**Regd. Office:** S. No.125, Near Kalyanpura Patia, Gandhinagar – Mansa Road, Village Itla, Tal: Kalol, Dist. Gandhinagar – 382845, Gujarat.

**Tel.: (079) 26651346, 26622323 Fax: (079) 26640969**

**Email ID: cs@virlaminate.com Website: www.virlaminate.com**

**ATTENDANCE SLIP**

(To be presented at the entrance)

DP ID No. : \_\_\_\_\_ Folio No. : \_\_\_\_\_

Client ID No. : \_\_\_\_\_ No. of Share : \_\_\_\_\_

I/We hereby record my/our presence at the **21<sup>st</sup> Annual General Meeting** of the Company held on Saturday, the 26<sup>th</sup> day of September, 2015 at 3:00 p.m. at S. No. 125, Near Kalyanpura Patia, Gandhinagar Mansa Road, Village Itla, Tal. Kalol, Dist. Gandhinagar – 382845, Gujarat.

\_\_\_\_\_  
Name of the Member /Proxy holder

\_\_\_\_\_  
Signature of the Member / Proxy holder

1. Only Member/Proxy holder can attend the meeting
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the meeting.



Resolution No.	Resolutions	**Optional (X)	
		For	Against
1	To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon		
2	Reappointment of Shri Ghanshyambhai A. Thakkar (DIN: 00208843), who retires by rotation and, being eligible, offers himself for re-appointment		
3	To ratify the appointment of M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad (Firm Registration No. 107525W) as approved by Members at the Twentieth 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, 2016.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office or Corporate Office of the Company not later than 48 hours before the commencement of the meeting. A Proxy need not be a member of the Company.
  - \*\* (2) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
  - (3) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
-