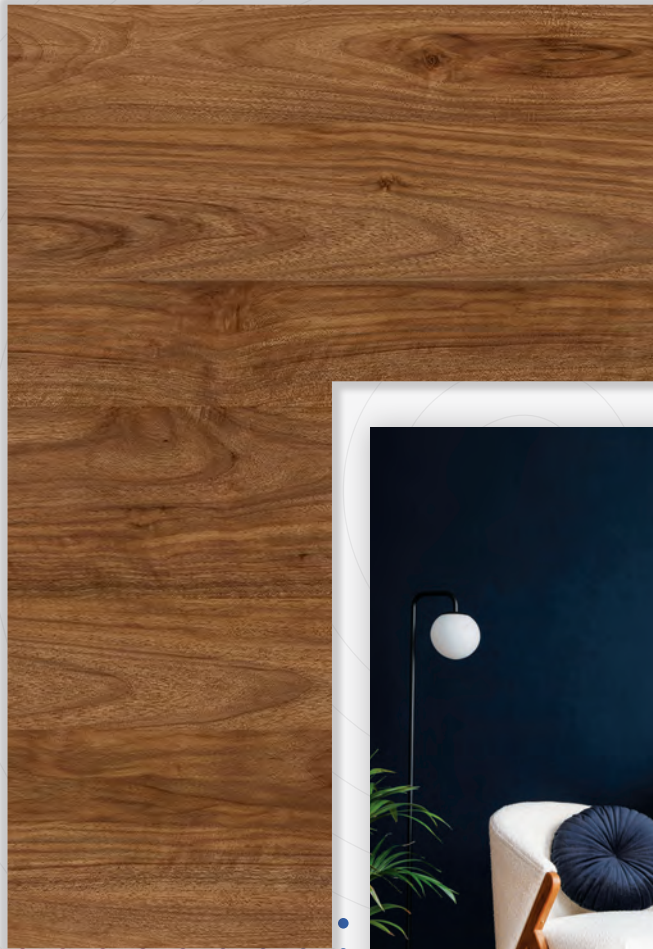




RUSHIL

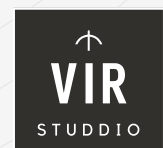
DECOR LIMITED

WE'LL MAKE IT



ANNUAL REPORT

2022-23



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For more investor-related information, please visit https://rushil.com/investor_relationship.php

Or, scan this QR code



Disclaimer:

This document contains statements about expected future events and financials of Rushil Decor Limited ('The Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this annual report.

Investor Information

Market Capitalisation as on 31 st March, 2023	₹ 521.14 Crs
CIN	L25209GJ1993PLC019532
BSE Code	533470
NSE Symbol	RUSHIL
Bloomberg Code	RDL:IN
Dividend Declared	5% (₹ 0.50 Per Share)
AGM Date	25 th September, 2023
AGM Venue/Mode	Video Conferencing / Other Audio Visual Means (OAVM)

From Classic Elegance to Modern Flair

RUSHIL DECOR TRANSFORMS SPACE WITH UTMOST CARE

Home decor is not just a mechanical enhancement of look. It is an amalgamation of passion, persona and perspective. In an ever-evolving world, the significance of home decor has multiplied, driven by refined tastes, nuanced functionality and increased purchasing power. The profound belief that 'Decorating a home is not a race, but a journey that evolves over time', has become a guiding principle, complemented perfectly by the increasing construction activities and rapid urbanisation.

Rushil Decor Limited ('Rushil' or 'Rushil Decor' or 'Our Company' or 'We') has emerged as a prominent player in India's Laminate and MDF panel boards industry, while gaining a strong reputation in over 51 countries. Since our

establishment in 1993, we have consistently become the preferred choice for customers around the globe. The growing preference for sustainable building materials has played a pivotal role in the world-wide transformation of home decor industry. Consequently, the furniture sector is witnessing a surge in demand as homeowners aspire to create personalised and inviting spaces, creating opportunities for us in our business endeavours. The growing emphasis on sustainability has brought a transition in interior work, positioning the wood panel, MDF panel boards, and laminate sheets favourably because of their innovative designs and versatility. Thus, ensuring smooth transformation of living spaces by harnessing the potential of sustainable solutions.



31
Years of
Expertise

796+
Employee Strength

₹ 838.40 Crs
Revenue for 2022-23

₹ 149.4 Crs
EBITDA for 2022-23



India's Leading Laminates & MDF MANUFACTURERS

▶ With an extensive range of over 1,200 designs/SKUs, Rushil is one of the frontrunners in the laminates industry. Leveraging our two distinct brands, we have solidified our position in the market

▶ Ranked as the third-largest player in India's MDF board manufacturing industry, boasting a diverse portfolio of four distinct brands



Our Vision



Create a better everyday life for our customers. Our vision is to offer a wide range of well-designed, environment-friendly functional products at affordable prices and commit to deliver growth consistently to our investors and employees. Our objective is to have long-standing and trustful investor, customer and employee relationships by creating 'tangible value' consistently, efficiently and ethically.

Our Mission



To deliver sustainable growth consistently to our investors and employees. Exceed our internal and external customer requirements through continuous improvement and inspire employees to do their best by offering opportunities for personal development and enabling them realise their full potential.

Our Products



Decorative (single-sided) as well as Industrial (double-sided) Laminates with wide range of designs, colours and finishing as well as MDF Boards and allied products

End-Users



Residential and Commercial Spaces

Achievements and Awards

Received prestigious ISO certifications across all our units, including ISO 9001:2000 for Quality Assurance, ISO 18001:1999 for Health and Safety, and ISO 14001:2004 for Environmental, Honoured as a 2-Star Export House by the DGFT, Government of India, Achieved BIS and Eco-mark certifications for our MDF manufacturing operations, Granted the Green-label certification by the Singapore Environmental Council for our eco-friendly laminate manufacturing process.

30+
Years in Laminates

11+
Years in MDF

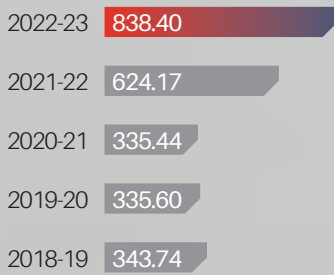
3.49 Mn Sheets
Installed Capacity for Laminates

3,30,000 CBM
Installed Capacity for MDF Boards

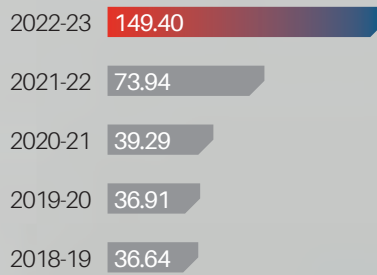
51+
Export Countries

Strong Network of
560+
Direct Distributors &
4,160+
Retailers/Dealers

Total Revenue (₹ in Crs)



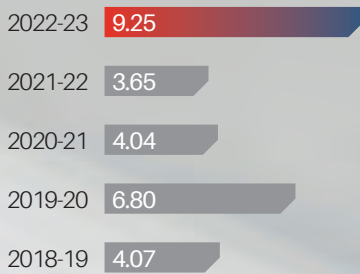
EBITDA (₹ in Crs)



PAT (₹ in Crs)



PAT Margin (in %)



EPS (₹ per share)





Crafting Excellence, **DEFINING SPACES WITH STRENGTHS**

Product Innovation & Value Engineering

We maintain a relentless focus on product innovation and the development of new designs. Our approach is centred around prioritising design and quality to ensure that our brand stands out in the market.

Strong Branch and Dealer Network

We have forged a strong domestic presence through our Company's extensive network of 560+ distributors and 4,160+ dealers/retailers across India. This extensive network allows Rushil Decor to efficiently and effectively reach customers in various locations.

Strategically Located Manufacturing Plants

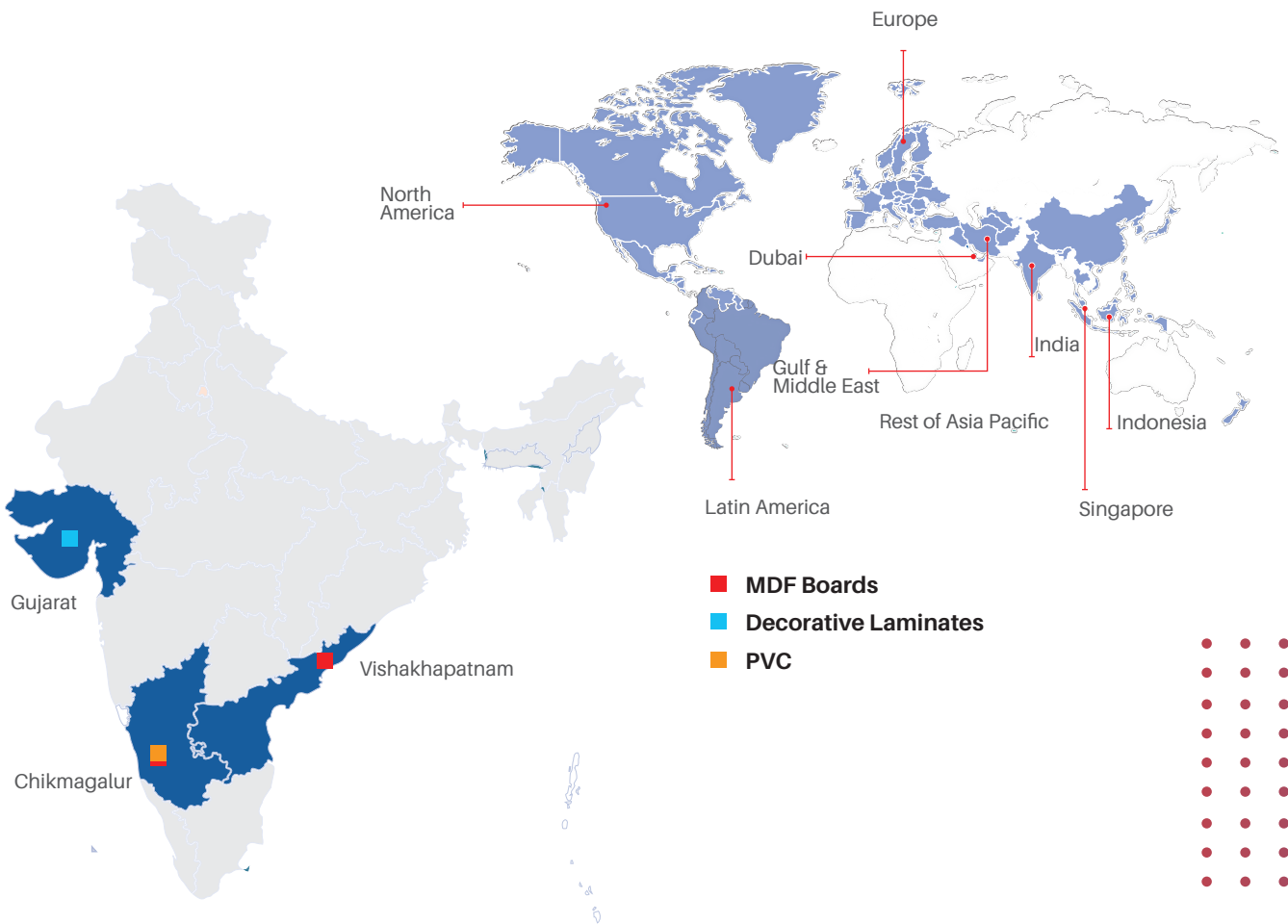
We have strategically located our manufacturing facilities near raw material sources. This decision enables Rushil Decor to maintain a consistent supply of materials at competitive rates, thereby ensuring operational efficiency throughout production processes.

Significant Export Presence

We have successfully expanded our market reach to over 51 countries, establishing a strong brand presence in export markets. Our Company draws strength from the fact that exports not only contribute to business growth but also mitigate risks by diversifying our geographical and customer segments, paving the way for sustainable expansion.



From Local Origins to Global: OUR JOURNEY OF GLOBAL PRESENCE



5
State-of-the-art Manufacturing
Facilities across India

34.92 Lakhs
Sheets p.a. Laminates Capacities in
Gujarat

90,000 CBM
MDF Boards Capacities in Karnataka

2,40,000 CBM
MDF Boards Capacities in Andhra Pradesh

Disclaimer :
This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection to its accuracy or completeness.



Message from the **MANAGING DIRECTOR**



Driven by our passion and vision, we create transformative spaces that blend aesthetics and innovation, leaving a lasting impression. Over the years, we have honed our skills to transform obstacles into opportunities, emerging stronger and learning from our experiences. We continued with resilience through the unprecedented time during 2022-23, overcoming challenges and propelling progress, while prioritising community care.



Dear Shareholders,

Warm greetings to all!

It is with great pleasure that I present to you this year's Report, a document that vividly showcases our purpose, potential, perseverance and the dynamic operating environment we navigate. It stands as a hallmark to our commitment to create value and make strategic choices that have led us to the forefront of our industry. Driven by our passion and vision, we create transformative spaces that blend aesthetic and innovation, leaving a lasting impression.

Over the years, we have honed our skills to transform obstacles into opportunities, emerging stronger and learning from our experiences. We continued with resilience through the unprecedented time during 2022-23, overcoming challenges and propelling progress, while prioritising community care. Adding new dealers and distributors has helped us expand our reach; and our collaboration with local carpenters and workshops enhanced skills and benefited the community. These initiatives helped us ensure strong growth and stable EBITDA margins, while making a positive impact on the communities we serve.

Industry

The Indian furniture industry is exhibiting a strong momentum and is set to register an impressive CAGR of 9%, reaching US\$ 11.7 Bn by 2025 from US\$ 7.6 Bn in 2020. The laminates industry is poised for a CAGR of 10% during the period 2021-26, driven by a host of factors, including the growth of the furniture industry, improving standards of living, and low installation and maintenance costs. Demand for decorative laminates is increasing across various commercial infrastructures, further contributing to market growth. Furthermore, the growth of the Indian furniture industry is supported by the 'Make in India' initiative, promoting investment, innovation, skill development, and manufacturing infrastructure. The 'Saptarishi' framework further stimulates an empowered and inclusive economy, driving industry growth.

Estimation
US\$ 11.7 billion
Indian Furniture Industry by 2025

Estimation
₹ 6000 Crs
MDF Market in India by 2026

Financial Standing

In 2022-23, we showed robust growth in our financials, registering a surge in our revenues by 34.30% to attain ₹ 838.40 Crs., while clocking an increase in EBITDA to reach ₹ 149.40 Crs. Strong demand for our Company's product in global market led to increase in volumes of laminates export by 23%. Our financial success and growth prospects have been driven by increased demand, our reputation as a top-quality supplier, and ongoing efforts in continuous improvement. Going forward, we are confident that by focussing on higher capacity utilisation and increasing the contribution of value-added products to our

revenue, we will boost our performance in the upcoming years.

Enriching Community

At Rushil Decor, we believe that growth comes with a holistic responsibility towards society and our commitment to CSR is designed to have an enduring impact in this direction. Through initiatives facilitated by the Shree Ghanshyam Parivar Trust and other implementing Agencies including the distribution of notebooks, school expansion, and social events, we have made a tangible difference. By focussing on education, orphanage support, environmental stewardship, and essential healthcare services, we are actively shaping a brighter and more sustainable future for communities in need.

Strategic Roadmap for Future Success - Value Creation

Optimising MDF Plant Capacity

- ▶ Improving operational efficiency and resource utilisation in existing plants to achieve optimal capacity utilisation
- ▶ Targeting higher utilisation levels of 90%-95% within the next two years, surpassing the current level of 75% in 2022-23

Expanding Market Presence

- ▶ Augmenting distribution reach through new channel partners and penetrating existing channels further
- ▶ Establishing stronger connections with prominent architects and interior designers, harnessing cutting-edge tools for enhanced engagement

Elevating Product & Service Offerings

- ▶ Integrating customer feedback and staying attuned to evolving trends to differentiate our portfolio
- ▶ Emphasising premiumisation by increasing the contribution of value-added products in the revenue mix
- ▶ Fostering uncompromising dedication to delivering high-quality products and services

In conclusion, I extend heartfelt gratitude to our esteemed Board for their invaluable insights and continued support. I eagerly anticipate their prudent guidance as we embark on our journey. I extend appreciation to our dedicated employees, investors, stakeholders, business associates, and customers for their continued faith and contributions. With proactive thinking and deep understanding of emerging trends, we are well-positioned for future growth and the opportunities that await us.

With best wishes,

Mr. Krupesh Thakkar

Managing Director



Rushil Decor: WHERE AESTHETICS MEET MODERNITY

Rushil Decor's commitment to better living and superior quality shines through our MDF Board and Laminates. Our Company enables customers to experience the transformative power of attractive vibes, as our products enliven spaces with bright colours, captivating textures, and unmatched quality. With our strong manufacturing and engineering capabilities, Rushil Decor empowers the next wave of 'dream' furniture, revolutionising the living space experience. By seamlessly weaving aesthetic appeal with modernity, Rushil Decor creates a harmonious blend that brings style, functionality, and sophistication to every corner of the home.

VIR MDF Board



Product Application



- ▶ Residential & Commercial Furniture
- ▶ Wall Panelling
- ▶ Architectural Mouldings
- ▶ Industrial Products
- ▶ Sports Goods
- ▶ Display Cabinets
- ▶ CNC Routing
- ▶ Flooring
- ▶ Doors & Partition Cornices

Value Proposition



- ▶ German manufacturing technology for superior quality
- ▶ Cutting-edge technology to maximise output with minimal resources
- ▶ Diverse portfolio with customisable options
- ▶ Durable products at competitive prices
- ▶ Certified by Bureau of Indian Standards (BIS)
- ▶ Elegant and aesthetic look with smooth finishing
- ▶ Environmentally friendly materials, crafted from recyclable materials



Manufacturing (Units: 2)



- ▶ **Chikmagalur, Karnataka -**
 - ▶ Installed Capacity - 90,000 CBM per annum
 - ▶ Utilisation (full year) - 82%
- ▶ **Visakhapatnam, Andhra Pradesh -**
 - ▶ Installed Capacity - 2,40,000 CBM per annum
 - ▶ Utilisation (full year) - 72%
- ▶ **Total Capacity: 1,100 CBM per day**

Scan to watch our VIR
MAXPRO TVC campaign



https://www.youtube.com/watch?v=4Q_CTbxCt8g



VIR Decorative Laminates



Product Application



- ▶ Home Furniture
- ▶ Cabinet Doors
- ▶ Desktops
- ▶ Wardrobes
- ▶ Wall Panelling
- ▶ Commercial Furniture

Value Proposition



- ▶ Design leadership with 1,000+ designs & 50+ textures in HPL segment
- ▶ ISO QAR-certified laminate plants for quality management systems
- ▶ Certificate of compliance by UK Certification and Inspection Limited
- ▶ Strong product development and merchandising team
- ▶ Competitive pricing for domestic and export markets



Manufacturing (Units: 3)



- ▶ Unit 1 – RDL, 608, GIDC Mansa, Dist. Gandhinagar, Gujarat
- ▶ Unit 2 – MRPL, Dholakuva Patia, Gandhinagar-Mansa Road, Mansa, Dist. Gandhinagar
- ▶ Unit 3 – RHPL, Survey No. 125, Nr. Kalyanpura Patia, Gandhinagar-Mansa Road, Village Itla, Tal. Kalol

Capacity : 3.49 Mn sheets per annum

Utilisation : 2022-23 – 84%

Location : Gujarat

Production : 34.92 Lakh sheets per annum

Size :
8 ft X 4 ft (2,440 mm X 1,220 mm)
9 ft X 4.25 ft (2,800 mm X 1,300 mm)
10 ft X 4.25 ft (3,050 mm X 1,300 mm)

ISO 9001:2015

ISO 14001:2015

ISO 45001:2018

One of India's largest players in organised laminates segment Capacity: 34.9 Lakh sheets per annum

Size : 8 ft X 4 ft (2,440 mm X 1,220 mm)
9 ft X 4.25 ft (2,800 mm X 1,300 mm)
10 ft X 4.25 ft (3,050 mm X 1,300 mm)

Areas : India, Gulf & Middle East, Indonesia, Rest of Asia Pacific



Elevating Living **SPACES WITH VIR STUDIO**

Rushil Decor has implemented a pioneering marketing platform called 'VIR STUDIO' that sets the brand apart. This innovative concept allows our Company to showcase our entire product range under one roof, providing customers with a comprehensive and immersive brand experience. Thus, accentuating the brand appeal and value.

▶ **A Wide Network of 150+ Showrooms**

We extend our Company's reach and improve accessibility to customers across diverse locations, leveraging our wide network of showrooms. This widespread presence reinforces our Company's commitment to delivering exceptional products and services to a broader audience.



Aesthetic Excellence in Signature Showrooms

The exquisite Rushil Decor STUDDIO, featuring the 'Vir Laminates' and 'Vir Boards' product lines, is a destination that presents users with a real and customised experience. The signature showrooms bring together our Company's entire gamut of offerings in one location, allowing customers to explore and immerse themselves in the captivating beauty and versatility of the products. By fostering long-term relationships and consistently delivering optimal customer experiences, our Company enhances our brand value.

The Power of Sensory Experience

Rushil Decor understands that customers are more inclined to make purchases based on what they can see and experience first hand. The VIR STUDDIO, our Company's unique marketing platform explores this opportunity and goes beyond traditional methods by providing live practical demonstrations to end-users. This approach leaves a lasting impression on customers, as they can witness the practical application of the products in real time. The STUDDIO'S powerful visual effects and diverse range of product combinations create a lingering visual impact that resonates with the customers.

Inspiring Change, **EMPOWERING COMMUNITIES**

At Rushil Decor, environmental sustainability and corporate social responsibility (CSR) are integral to our Company's value proposition. We are committed to fulfill our responsibility towards environmental protection and even follow a number of measures in this direction. Rushil Decor maintains a green cover and we implement sustainable practices at our factory premises, adhering to pollution control norms.

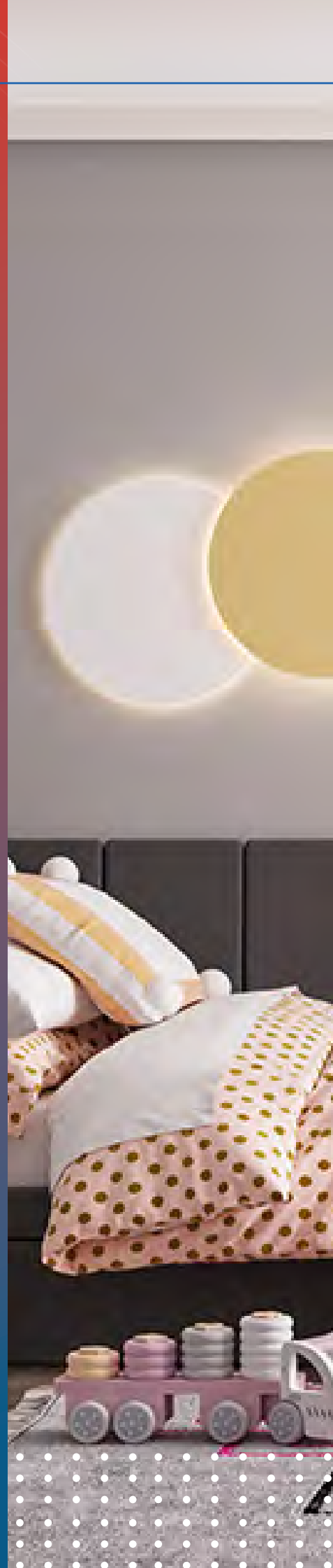
We acknowledge the importance of education in uplifting the standard of living of the country's population. To be a part of this noble cause, Rushil Decor is actively engaged in initiatives to support education through Shree Ghanshyam Parivar Trust and other implementing agencies. Our efforts include distribution of notebooks, expanding schools, and organising events for social causes. Rushil Decor's commitment to the environment and CSR activities reflects our Company's dedication to making a positive impact on society and contributing to a sustainable future.

► **Farmers and RDL: A Sustainable Partnership**

- Engaging in Government-sponsored agroforestry initiatives through active participation
- Enabling farmers in the coffee-producing regions of South India to cultivate trees on their farmland
- Participating in planting rapidly growing trees such as eucalyptus, acacia, and silver oaks
- Implementing a strategic approach to procure agroforestry wood from local farmers
- Facilitating acquisition of an additional revenue stream by farmers

► **Impact Created**

- Securing environmental protection
- Enhancing forest and tree population
- Strengthening income and livelihood options for smallholder farmers in rural areas
- Refining productivity
- Promoting the preservation of natural resources and forests







Meet Rushil Decor's **DYNAMIC LEADERSHIP TEAM**



Mr. Krupesh G. Thakkar

Managing Director

- ▶ Bachelor's degree in commerce from Gujarat University
- ▶ 30+ years of experience in laminates and other allied products
- ▶ Manages and leads operations



Mr. Rushil K. Thakkar

Executive Director

- ▶ Graduate with over 9 years of experience
- ▶ Played significant role in setting up new MDF facility in Andhra Pradesh
- ▶ Responsible for logistics & warehousing, exports



Mr. Keyur M. Gajjar

Chief Executive Officer

- ▶ Bachelor's degree in engineering and MBA
- ▶ 30+ years of experience
- ▶ Responsible for planning and overall functioning of the organisation



Mr. Hiren B. Padhya

Chief Financial Officer

- ▶ Qualified Chartered Accountant, Company Secretary and Cost Accountant
- ▶ 29 years of experience in financial management



Mr. Hasmukh K. Modi

Company Secretary

- ▶ Associated with our Company since 2007.
- ▶ Over 20 years of experience in the field of Corporate Compliance Management.
- ▶ B.Com., Qualified Company Secretary & Cost and Management Accountant

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Ninth (29th) Annual General Meeting of RUSHIL DECOR LIMITED (CIN: L25209GJ1993PLC019532) will be held on Monday, 25th September, 2023 at 11.15 A.M. IST through Video Conferencing/ Other Audio-Visual Means, to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
- To declare a final dividend of ₹ 0.50 (Fifty Paise) per Equity Share of ₹ 10/- each for the financial year ended 31st March, 2023.
- To appoint a Director in place of Mr. Ramanik T. Kansagara (DIN: 08341541) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- To consider about the continuation of appointment and fixing the remuneration of Mrs. Krupa 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) and as approved by the board of directors on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for continuation of the appointment of Mrs. Krupa K. Thakkar who is relative of Director(s) with following terms and conditions:

Sr. No.	Particulars	Details
1	Name	Mrs. Krupa K. Thakkar
2	Nature of Relationship	She is wife of Mr. Krupesh G. Thakkar, Chairman and Managing Director of the Company & Mother of Mr. Rushil K. Thakkar, Director 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 1 st day of October, 2023.
5	Responsibility and Work profile	Business development, HR, Finance, Accounts, Brand building. 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	₹ 5,00,000/- (Rupees Five Lakhs 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 ₹ 10,00,000/- (Rupees Ten Lakhs 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, petrol etc. will not be treated as benefits, perquisites or allowances of Mrs. Krupa K. Thakkar.
	C. Terms of Appointment	I. All personnel policies of the Company and the related rules 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 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. III. Other terms and conditions will be as mutually decided by HR Department of the Company and Mrs. Krupa K. Thakkar.

**NOTICE OF 29TH ANNUAL GENERAL MEETING (CONTD.)**

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 thereto in the best interest of the Company.”

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021 and 28th December, 2022 (collectively referred to as MCA Circulars) has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (SEBI) vide its circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022 and 5th January, 2023 (SEBI Circulars) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).
2. In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the SEBI Listing Regulations and the MCA Circulars, the 29th AGM of the Company is being held through VC / OAVM on Monday, 25th September, 2023 at 11.15 A.M. (IST). The deemed venue of the proceedings of the 29th AGM shall be the Registered Office of the Company at S. No. 125, Near Kalyanpura Patia, Village Itla, Gandhinagar – Mansa Road, Tal. Kalol, Dist. Gandhinagar – 382845, Gujarat.
3. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
4. Corporate Members and Institutional Investors intending to appoint their authorised representatives pursuant to Section 113 of the Act to attend the AGM through VC/ OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutiniser by e-mail at csdoshiac@gmail.com with a copy marked to evoting@nsdl.co.in and ipo@rushil.com.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. The attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matter of Special Business as appearing at Item No. 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
8. The relative Explanatory Statement pursuant to Section 102 of the Act setting out the material facts in respect to the business under Item No. 4 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of the Director seeking re-appointment at this AGM are also annexed. Requisite declarations have been received from the Director seeking re-appointment.
9. The Members can join the AGM in the VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders' Relationship Committee, the Auditors, etc. may be allowed to attend the meeting without any restrictions on first come first served basis.
10. Pursuant to the MCA and SEBI Circulars, the Integrated Annual Report including the Notice of the AGM for 2022-23 is being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company/ Depository Participants (DPs). The Company shall send a physical copy of the Integrated Annual Report to those Members who specifically request for the same at ipo@rushil.com mentioning their Folio No./ DP ID and Client ID. The Notice convening the 29th AGM has been uploaded on the website of the Company at www.rushil.com/investor-relationship/ and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of NSDL at www.evoting.nsdl.com.

NOTICE OF 29TH ANNUAL GENERAL MEETING (CONTD.)**11. Book Closure and Dividend:**

The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 16th September, 2023 to Monday, 25th September, 2023; (both days inclusive) for the purpose of reckoning the entitlement of dividend for the Financial Year ended 31st March, 2023 and the 29th AGM. The dividend of ₹0.50 per equity share of ₹10 each (5 %), if declared at the AGM, will be paid subject to deduction of tax at source (TDS) on or after Wednesday, 27th September, 2023 as under:

- (a) **For shares held in electronic form:** To all the Beneficial Owners as of close of the business hours on Friday, 15th September, 2023 as per the list of beneficial owners to be furnished by the NSDL and Central Depository Services (India) Limited (CDSL) and
- (b) **For shares held in physical form:** To all Members whose names appear in the Company's Register of Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company on or before the close of business hours on Friday, 15th September, 2023.

12. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. 1st April, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (the IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/ Bigshare Services Private Limited by sending documents at its e-mail ID investor@bigshareonline.com with CC to account@rushil.com on or before Friday, 15th September, 2023 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax rate. No communication/ documents on the tax determination/ deduction shall be considered post 11:59 p.m. (IST) of Friday, 15th September, 2023. For the detailed process, please click here: https://rushil.com/admin/uploads/12/27/RDL---Communication_to_shareholders_-_Tax_on_Dividend_22-23.pdf

13. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in Physical form: Further, in order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means, are requested to follow the below instructions and send the following documents in original to the RTA, latest by Thursday, 14th September, 2023:

- a) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://rushil.com/admin/uploads/12/20/Form-ISR-1--REQUEST-FOR-REGISTERING-PAN--KYC-DETAILS-OR-CHANGES--UPDATION-THEREOF.pdf> and on the website of the RTA at <https://www.bigshareonline.com/>.
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
- i) Cancelled cheque in original
- ii) Bank attested legible copy of the first page of the Bank Passbook/ Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c) Self-attested photocopy of the PAN Card of all the holders; and
- d) Self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ addition/ deletion in such bank details. Accordingly, the Members holding shares in electronic form are requested to update their Electronic Bank Mandate with their respective DPs by Thursday, 14th September, 2023.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.



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The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members, as soon as possible.

- Members are requested to note that dividends, if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/ Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

15. Updation of PAN and other details:

SEBI vide its Circular dated 16th March, 2023, mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, mobile number, bank account details) and Nomination by holders of physical securities through Form ISR-1, Form ISR-2, Form ISR-3, Form SH-13 and Form SH-14 (as applicable). Moreover, shareholders are encouraged to register their e-mail IDs to avail online services. The said forms are available on the Company's website at https://rushil.com/investor_relationship.php#a497 and on the website of the RTA at www.bigshareonline.com.

In terms of above Circular, folios of physical shareholders wherein any one of the said details such as PAN, KYC details and nomination are not available, shall be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievances or avail service requests from the RTA of the Company and will not be eligible for receipt of dividend in physical mode until the said details are furnished.

Further, Shareholders holding shares in physical mode are requested to ensure that their PAN is linked to Aadhar by the date as specified by the Central Board of Direct Taxes to avoid freezing of folio.

Further, as per the above SEBI circular, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention of Money Laundering Act, 2002, after 31st December, 2025.

- Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at Bigshare Services Private Limited, Office No S6-2, 6th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400 093, Maharashtra, India in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.
- Members may please note that SEBI vide its Circular dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition.
- Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at https://rushil.com/investor_relationship.php#a497 and on the website of the RTA at www.bigshareonline.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to get inherent benefits of dematerialisation, Members holding shares of the Company in physical form, are requested to kindly get their shares converted into dematerialised form. Members can contact Company's RTA at investor@bigshareonline.com for assistance in this regard. Members may also refer to the Company's website https://rushil.com/investor_relationship.php#a497

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20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, the said forms can be downloaded from the Company's website at https://rushil.com/investor_relationship.php#a497 and from the website of the RTA at www.bigshareonline.com. Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA at investor@bigshareonline.com in case the shares are held in physical form, quoting their folio no.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
22. During the 29th AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and the other relevant documents and explanatory statement, by writing in advance to the Company on ipo@rushil.com stating their DP/ Client ID or Folio Nos.
23. **Process for registering e-mail addresses to receive the Notice of AGM and the Integrated Annual Report for 2022-23 electronically and cast votes electronically:**
- I. Registration of e-mail address permanently with Company/ DP:**
- To support the Green Initiative, Members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding and with the RTA & Company, in respect of physical holding, by writing to them at investor@bigshareonline.com and ipo@rushil.com. Respectively. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/ RTA to enable servicing of notices/ documents/ Annual Reports and other communications electronically to their e-mail address in future.
- II. Alternatively, those Shareholders who have not registered their e-mail addresses are required to send an e-mail request to evoting@nsdl.co.in along with the following documents for procuring user id and password for remote e-Voting for the resolutions set out in this Notice:**
- In case shares are held in **physical mode**, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self- attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
 - In case shares are held in **electronic mode**, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self- attested scanned copy of Aadhar Card. If you are an Individual shareholder holding securities in electronic mode, you are requested to refer to the login method explained at para X below under step 1 (A) i.e. Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in electronic mode.
- 24. Process and Manner for remote e-voting before / during the AGM:**
- I.** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, SS-2 and Regulation 44 of the SEBI Listing Regulations (as amended) read with the MCA Circulars, the Company is providing facility of only remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of NSDL for facilitating remote e-voting before as well as during the AGM to enable the Members to cast their votes electronically.
- II.** Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Friday, 15th September, 2023 may

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cast their vote by remote e-Voting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, before as well as during the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

- III. The remote e-Voting period commences on Thursday, 21st September, 2023 at 9.00 a.m. (IST) and ends on Sunday, 24th September, 2023 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before and during the AGM) shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Friday, 15th September, 2023.
- IV. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after the dispatch of the notice and holding shares as on the cut-off date, i.e. Friday, 15th September, 2023 may obtain the Login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your Vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsd.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, 15th September, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- V. Members will be provided with the facility for voting through remote e-voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting,

and are otherwise not barred from doing so, will be eligible to exercise their right to vote at the end of discussion on such resolutions upon announcement by the Chairman. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the meeting. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-Voting.

- VI. Mr. Ashish C. Doshi – Practicing Company Secretary (Membership No. FCS-3544) of M/s. SPANJ & Associates, Company Secretaries, Ahmedabad has been appointed as the Scrutiniser by the Board of Directors of the Company to scrutinise the remote e-Voting process before and during the AGM in a fair and transparent manner.
- VII. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast during the Meeting and, 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 shall make, not later than two working days from the conclusion of the AGM, a Scrutiniser's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Results declared, along with the Scrutiniser's Report, shall be placed on the Company's website at www.rushil.com and on the website of NSDL at www.evoting.nsd.com, Immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Result will also be displayed at the Registered Office and Corporate Office of the Company
- IX. The instructions for members for attending the AGM through VC / OAVM are as under:
- i. The Members will be provided with a facility

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- to attend the AGM through VC / OAVM. Members may access the same by following the steps mentioned below for 'Access to NSDL e-Voting system'. The link for VC / OAVM will be available in 'Member login' where the E-voting Event Number (EVEN) of Company will be displayed. After successful login, the Members will be able to see the link of 'VC / OAVM link' placed under the tab 'Join Annual General Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM and submit votes on announcement by the Chairman.
- ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 - iii. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's e-mail address at ipo@rushil.com before 5.00 p.m. (IST) on Friday, 15th September, 2023. Such queries will be appropriately responded by the Company
 - iv. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at ipo@rushil.com between Monday, 18th September, 2023 (9:00 a.m. IST) and Thursday, 21st September, 2023 (5:00 p.m. IST).
 - v. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or call on toll free nos.:- 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, NSDL at evoting@nsdl.co.in
- X. The instructions for remote e-voting before/ during the AGM are as under:**
- The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:




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Step 1: Access to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

A. Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in electronic mode

In terms of the Circular issued by the SEBI dated 9th December, 2020, in relation to e-Voting facility provided by Listed Companies, Individual shareholders holding securities in electronic mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in electronic mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in electronic mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;">  <p>NSDL Mobile App is available on  App Store  Google Play</p> </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in electronic mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login of Easi/ Easiest, the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option i.e. NSDL where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in electronic mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant Registered with NSDL / CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- i. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to csdoshiac@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on “**Upload Board Resolution/ Authority Letter**” displayed under “**e-Voting**” tab in their login.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/Password?’ or ‘Physical User Reset Password?’ option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries/ grievances pertaining to remote e-Voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on the toll-free numbers: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

By Order of the Board of Directors

Ahmedabad, 9th August, 2023

Registered Office:

S. No. 125, Near Kalyanpura Patia,
Gandhinagar Mansa Road,
Tal. Kalol, Village Itla,
Gandhinagar – 382845
Gujarat, India

Hasmukh K. Modi
Company Secretary
F.C.S No.: 9969



EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), given hereunder sets out all material facts relating to the resolution mentioned at Item No. 4 of the accompanying Notice dated 9th August, 2023.

Item No. 4

Mrs. Krupa K. Thakkar who is wife of Mr. Krupesh Thakkar, Managing Director and mother of Mr. Rushil Thakkar, Whole Time Director is working in the Company as Sr. Vice President and has drawn remuneration of ₹ 57.73 Lakhs during the 2022-23.

The shareholders of the Company approved her appointment and to pay remuneration to her above the limit as mentioned in Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014 in the 22nd Annual General Meeting held on Tuesday, the 27th day of September, 2016.

The Nomination and Remuneration Committee had recommended continuation of her appointment and Remuneration vide their meeting held on 8th August, 2023. The Board also considered and approved in their meeting dated 9th August, 2023 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.

On looking to her seniority and expertise, the Board of Directors has recommended the resolution at item no. 4 of the notice for approval of the members as an Ordinary Resolution to revise her remuneration with nature, material terms, monetary value and particulars as contained in the said resolution. She is contributing her expertise and knowledge at various areas like HR, Finance, Accounts, Brand building etc.

Mr. Krupesh G. Thakkar, Managing Director and Mr. Rushil K. Thakkar, Whole Time Director being relatives are deemed to be concerned or interested in the resolution. The other relatives of Mrs. Krupa Thakkar may be deemed to be interested in the said resolution at Item No. 4 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors

Ahmedabad, 9th August, 2023

Registered Office:

S. No. 125, Near Kalyanpura Patia,
Gandhinagar Mansa Road,
Tal. Kalol, Village Itla,
Gandhinagar – 382845
Gujarat, India

Hasmukh K. Modi
Company Secretary
F.C.S No.: 9969

ANNEXURE TO ITEM NO. 3 OF THE NOTICE

Information as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India with respect to the Appointment / Re-appointment of Directors at the ensuing Annual General Meeting is as under:

Name of the Director	Mr. Ramanik T. Kansagara
Director Identification Number	08341541
Designation	Executive Director
Date of Birth	15 th September, 1963
Date of joining the Board	2 nd February, 2019
Qualification	Undergraduate
Nature of expertise in specific functional areas	Vast experience in production of laminate sheets
No. of shares held in the Company as on 31st March, 2023 (In his personal capacity)	NIL
Directorships in other listed companies (Other than Rushil Décor limited)	NIL
Committee Memberships/ chairmanship held in other companies (Other than Rushil Décor limited)	NIL
Disclosure of relationships between Directors inter-se	No relationship

By Order of the Board of Directors

Ahmedabad, 9th August, 2023

Registered Office:

S. No. 125, Near Kalyanpura Patia,
Gandhinagar Mansa Road,
Tal. Kalol, Village Itla,
Gandhinagar – 382845
Gujarat, India

Hasmukh K. Modi
Company Secretary
F.C.S No.: 9969



BOARD'S REPORT

To
The Members,
Your Directors are pleased to present the 29th Annual Report of Rushil Decor Limited ("the Company") together with the audited financial statements for the year ended 31st March, 2023.

FINANCIAL SUMMARY AND HIGHLIGHTS

The financial performance for the year ended 31st March, 2023 is summarised below:

	(₹ in Lakhs)	
Particulars	2022-23	2021-22
Revenue from Operations	83839.51	62416.90
Other Income	137.54	141.24
Profit before Depreciation, Finance Costs and Tax Expense	15076.57	7535.36
Less: Depreciation and Amortisation Expenses	2598.44	2436.81
Profit before Finance Costs and Tax Expense	12478.13	5098.55
Less: Financial Costs	2353.57	2030.84
Profit before Tax Expense	10124.56	3067.71
Less: Tax Expense (Current & Deferred)	2357.43	787.25
Profit after Tax	7767.13	2280.47
Balance of Retained Earnings for earlier years	14907.64	12726.68
Less: Final Dividend Paid	99.53	99.51
Balance carried forward	22575.24	14907.64

COMPANY'S FINANCIAL PERFORMANCE

Net revenue from operations increased to ₹ 83,839.51 Lakhs as against ₹ 62,416.90 Lakhs in the previous year showing an accelerated growth of ₹ 21,422.61 Lakhs which is around 34.32%.

The Profit before Tax for the current year is ₹ 10,124.56 Lakhs as against ₹ 3,067.71 Lakhs in the previous year showing a growth of ₹ 7,056.85 Lakhs which is around 230%.

The Profit after Tax (PAT) for the current year is ₹ 7,767.13 Lakhs as against the profit of ₹ 2,280.47 Lakhs in the previous year showing growth of 240.59%. The growth in PAT of current financial year is mainly driven by increase in net revenue from sales of MDF Boards during the year.

The detail about the segment-wise position of business is mentioned in the Management Discussion and Analysis Report.

KEY BUSINESS DEVELOPMENTS

EXPANSION OF LAMINATE SHEET

In view of the improving market scenario and growing demand for jumbo size laminates, the Company is setting-up a greenfield unit for manufacturing of Laminate Sheet within the vicinity of existing laminate sheet manufacturing plants in Gujarat. This plant is for manufacture of decorative laminates including bigger size (Jumbo size) laminates having aggregate installed capacity of 1.2 Mn sheets per

annum. This upcoming plant may be helpful to cater the foreign market where there is huge demand of bigger size laminates.

CHANGE(S) IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the year under review.

MATERIAL CHANGES & COMMITMENT AFFECTING FINANCIAL POSITION

RIGHTS ISSUE OF EQUITY SHARES

During the FY 2022-23, the Board of Directors of the Company at its meeting held on 06th August, 2022, approved the raising of fund by issuance and allotment of equity shares through rights issue in accordance with the Companies Act, 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up to date.

The Fund Raising Committee of the Board of Directors of the Company, at its meeting held on 16th March, 2023 approved the issue of Right Equity Shares for an amount aggregating up to ₹ 108 Crs by issue of up to 66,35,421 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 162 per Share (including a premium of ₹ 152 per Equity Share) on a rights basis to the eligible equity shareholders of the Company in the ratio of 01 (one) Rights Equity Share

BOARD'S REPORT (Contd.)

for every 03 (three) fully paid up Equity Shares held by the eligible equity shareholders of the Company on the Record date fixed by the Company (i.e. 13th April, 2023).

The documents related to the Rights Issue are posted on the website of the Company at https://rushil.com/investor_relationship.php#RightsIssue2022

Further, in accordance with (i) the Letter of Offer dated 8th April, 2023, and (ii) the Basis of Allotment finalised in consultation with the Lead Manager, Registrar to the Issue and BSE Limited, (the Designated Stock Exchange for the Rights issue), the Fund Raising Committee of the Board of Directors of the Company has, at its meeting held on 20th May, 2023, considered and approved the allotment of 66,35,421 fully paid up Rights Equity Shares of face value of ₹ 10 each, at an issue price of ₹ 162 per Rights Equity Share (including a premium of ₹ 152 per Rights Equity Share) to the eligible applicants ("Allotment"). The said Rights Equity Shares were clubbed with already listed equity shares of the Company and is listed under the ISIN INE573K01017 on BSE Limited and National Stock Exchange of India Limited ("both the Stock Exchanges") and trading of these Rights Equity Shares was commenced from 30th May, 2023 on both the Stock Exchanges. As per objects laid down in the Letter of Offer, the Company has paid off unsecured loan of Promoters and Promoter Group for an amount of ₹ 54.90 Crs which ultimately result in reduction of debt of the Company to that extent.

Except above, there are no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the FY 2022-23 to which the financial statements relates and the date of this report.

TRANSFER TO RESERVES

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the year under review.

DIVIDEND

The Board of Directors of your Company, in its meeting held on 04th May, 2023 has recommended a final dividend of ₹ 0.50 (Fifty Paise) (@ 5%) per equity share of the face value of ₹ 10/- each fully paid up for the financial year ended 31st March, 2023, subject to the approval of the Members at the ensuing 29th Annual General Meeting. The Final dividend is payable to those Shareholders whose names appear in the Register of Members as on the Book Closure / Record Date fixed by the Company.

The Dividend payable by the Company will be as per the Dividend Distribution Policy of the Company.

INDUSTRY OVERVIEW

Company has two main business segments, i.e. MDF Board and Laminates Sheets. In FY 2022-23, Laminates and allied products have contributed 24.85% to Company's revenue and MDF Board has contributed 74.12% to Company's revenue.

CAPITAL STRUCTURE

During the year, the authorised Share Capital of the Company has been increased from ₹ 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of ₹ 10 (Rupees Ten) each to ₹ 40,00,00,000 (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) Equity Shares of ₹ 10 (Rupees Ten) each vide shareholders resolution dated 27th September, 2022.

Further, during the year, the Company has forfeited 2182 partly paid-up Rights Equity Shares on which the shareholders had not paid the outstanding call monies despite several reminders. After forfeiture the final paid up share capital of the Company is ₹ 19,90,62,610/- (divided into 1,99,06,261 equity shares of ₹ 10 each)

The details about the paid up share capital is duly described in the financial statements which is a part of this Annual Report.

Except above, the Company has not made any issue or allotment of shares during the year under review.

ISSUE OF SHARES OR OTHER CONVERTIBLE SECURITIES RIGHTS ISSUE OF EQUITY SHARES

During the year under review, the Company has not issued or allotted any equity shares or other convertible securities.

However, after the expiry of 31st March, 2023, the Company has issued 66,35,421 Fully paid-up Equity Shares on a rights basis for cash at a price of ` 162 per equity share (including a share premium of ` 152 per equity share) (the "issue price") to its eligible Equity Shareholders in the ratio of one (01) rights equity share for every three (03) fully paid-up equity share(s) held by the existing equity shareholders as on the record date fixed for this purpose.

The said rights issue was opened for subscription from 02nd May, 2023 to 12th May, 2023. After the expiry of subscription period the Company applied to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for Listing Approval of the said 66,35,421 fully paid-up Rights Equity Shares and the same has been received by the Company from BSE and NSE on 24th May, 2023. Further, the Company has also received the Trading Approval from BSE and NSE

BOARD'S REPORT (Contd.)

on 29th May, 2023. The said shares were available for trading w.e.f. 30th May, 2023. After allotment, the paid up share capital of the Company is ₹ 26,54,16,820/-.

Accordingly, the Issued Capital and Subscribed Capital of the Company have also been changed. Except above, the Company has not made any issue or allotment of shares during the year under review.

CREDIT RATING

The Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilisation of funds in India or abroad during the financial year ended 31st March, 2023.

The Infomeric Valuation and Rating Private Limited wide letter dated 09th September, 2022 have assigned (revision in credit rating) IVR A- (IVR Single A minus with Stable

Outlook) rating to Company's Long-Term bank facilities and have assigned IVR A2+ (IVR A Two plus) rating for Short Term bank facilities. The Outlook is Stable.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

a) Details of unclaimed/unpaid dividend and shares transfer to IEPF

During the year the Company has not transferred any shares to IEPF.

b) Details of the resultant benefits arising out of shares already transferred to the IEPF

During the year, the Company has transferred ₹ 101 (as dividend) to Investor Education and Protection Fund Authority pertains to the shares already transferred to IEPF Account.

c) Year wise amount of unpaid/unclaimed dividend lying in the unpaid account upto 31.03.2023, which are liable to be transferred to the IEPF, and the due dates for such transfer.

The below table gives information relating to various outstanding dividends and the due dates of transfer to IEPF Authority:

Date of dividend declaration	Unclaimed Dividend (As on 31 st March, 2023)	Due date of Transfer to IEPF Authority
Interim Dividend in FY 2015-16, Board Meeting held on 12-03-2016*	51,184.00	15-04-2023
Final Dividend for FY 2015-16, AGM held on 27-09-2016	11,982.50	29-10-2023
Final Dividend for FY 2016-17, AGM held on 23-09-2017	3,638.00	24-10-2024
Final Dividend for FY 2017-18, AGM held on 22-09-2018	58,570.50	22-10-2025
Final Dividend for FY 2018-19, AGM held on 21-09-2019	46,639.00	25-10-2026
Final Dividend for FY 2019-20, AGM held on 18-12-2020	46,083.84	22-01-2028
Final Dividend for FY 2020-21, AGM held on 27-09-2021	2,67,059.54	27-10-2028
Final Dividend for FY 2021-22, AGM held on 27-09-2022	2,66,015.50	27-10-2029

*The above table is showing the position as on 31st March, 2023. However, after 31st March, 2023, the Company has transferred ₹ 51,184 to IEPF authority within the due date.

As per above table, the Company will transfer the shares on which the dividend has remained unclaimed for a period of seven consecutive years to the IEPF Authority at the due date. Members are therefore requested to ensure that they claim the dividends referred above before it will transferred to the IEPF Account.

Details of shares/shareholders in respect of which dividend has not been claimed, are provided on our website at www.rushil.com. The same can also be accessed from the website of IEPF Authority at www.iepf.gov.in. The shareholders are therefore encouraged to verify their records and claim their dividends of all the earlier seven years, if not claimed.

d) Details of the Nodal Officer

The details of the Nodal Officer required under Rule 7(2A) as inserted by the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Second Amendment Rules, 2017 is as under:

• Name of the Nodal Officer:	Mr. Hasmukh Kanubhai Modi
• Designation:	Company Secretary
• Postal Address:	Rushil Decor Limited, Rushil House, Near Neelkanth Green Bungalow, Off Sindhu Bhavan Road, Next to GIHED CREDAI, Shilaj, Ahmedabad – 380058
• Email ID:	ipo@rushil.com

BOARD'S REPORT (Contd.)

The aforesaid detail is also available on the website of the Company at https://rushil.com/admin/uploads/investors_pdf/iepf/Nomination_of_Nodal_officer.pdf

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Retirement by rotation and subsequent re-appointment:

Mr. Ramanik T. Kansagara (DIN: 08341541), Executive Director, is liable to retire by rotation at the ensuing Annual General Meeting, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and being eligible have offered himself for re-appointment.

Appropriate business for his re-appointment is being placed for approval of the shareholders of the Company at the ensuing AGM. The brief resume of the Director and other related information has been detailed in the Notice convening the ensuing AGM of the Company.

Change in Board Composition:

During the year under review following changes were made in the Composition of Board of Directors.

Cessation of Director:

Miss Archee Darshanbhai Thakkar, Independent Director (DIN: 08603730) of the Company has tendered her resignation from the post of Independent Director w.e.f. 27th August, 2022 due to shifting abroad for further studies.

Appointment of Director:

Miss Shreyaben Milankumar Shah (DIN: 09726000) appointed as an Additional Independent Director in the Board Meeting held on 08th November, 2022 subject to the approval of the shareholders in the General Meeting. Further, the Shareholders of the Company by passing Special Resolution through the Postal Ballot Notice dated 29th November, 2022 have approved and regularised the appointment of Miss Shreyaben Milankumar Shah as an Independent Director of the Company w.e.f. 05th January, 2023.

Except this, no changes were made in the Composition of the Board of Directors during the year under review.

Key Managerial Personnel (KMP)

During the year under review, there has been no change in the KMP of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have submitted the declarations of Independence, as required under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the SEBI (LODR) Regulations, 2015 that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 as well as clause (b) of sub-regulation (1) of Regulation 16 of the SEBI (LODR) Regulations, 2015 and that he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/her ability to discharge his/her duties with an objective independent judgment and without any external influence and that he/she is independent to management. All the Independent directors have complied with the code for independent director as prescribed in Schedule IV of the Companies Act, 2013.

All the Independent Directors of the Company have enrolled their names in the database of Independent Directors maintained by Indian Institute of Corporate Affairs (IICA) in terms of the regulatory requirements. Also, the online proficiency self-assessment test as mandated have been undertaken by those Independent Directors of the Company who are not exempted within the prescribed timelines.

The Company had formulated and implemented the code of conduct for the board of directors and senior management personnel which is available on the Company's website at https://rushil.com/admin/uploads/investors_pdf/codes_policies/or-management-under-Regulation-17-of-the-SEBI-LODR-Regulation-2015.pdf

FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

In compliance with the requirements of the Listing Regulations, the Company has put in place a familiarisation programme for the Independent Directors to familiarise them with their roles, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of the familiarisation programme are explained in the Corporate Governance Report. The same is also available on the website of the Company at

https://rushil.com/admin/uploads/7/10/Familiarization-Programmes-for-Independent-Directors_1.pdf



BOARD'S REPORT (Contd.)

NUMBER OF MEETINGS OF THE BOARD AND ITS COMMITTEES

During the FY 2022-23, 5 (Five) board meetings were held. The details of the meetings of Board of directors and its Committees convened during the Financial Year 2022-23 are set out in the Corporate Governance Report, which forms part of this Report.

BOARD COMMITTEES

There are various committees constituted as stipulated under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. Brief details pertaining to composition, terms of reference, meetings held and attendance thereof of these Committees during the financial year 2022-23 have been enumerated in Corporate Governance Report, which forms part of this Report.

Following mandatory Board Committees were re-constituted on 08th November, 2022 by the Board of Directors.

Sr. No.	Name of the Committee
1	Audit Committee
2	Nomination and Remuneration Committee
3	Risk Management Committee

AUDIT COMMITTEE RECOMMENDATIONS

During the year, the recommendations of Audit Committee, if any were accepted by the Board of Directors.

NOMINATION AND REMUNERATION POLICY

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of the Companies Act, 2013 read with the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee has formulated the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The salient aspects covered in the Remuneration policy have been outlined in the corporate governance report which forms part of this report.

PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 read with Rules framed thereunder and in compliance with the requirements of the SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of the Board as a whole, Individual Directors including Independent Directors (IDs), Non-Independent Directors, Chairperson and the Board Committees. A structured questionnaire was prepared after taking into consideration the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Meetings of the board, functioning of the board, effectiveness of board processes, Board culture, execution and performance of specific duties, obligations and governance.

The exercise was also carried out to evaluate the performance of individual directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluation of individual directors was carried out by the entire Board excluding the director being evaluated. The performance evaluation of the Board as well as performance of the every Committee was also carried out by the entire Board. The Board has evaluated the composition of Board, its committees, experience and expertise, performance of specific duties and obligations, governance matters, etc.

Further, the Board of Directors have carried out the evaluation of the IDs, which includes the performance of the IDs and fulfillment of the independence criteria as specified in the Listing Regulations and their independence from the management. The directors who were subject to evaluation did not participate in the proceedings of the meeting. Independent Directors reviewed the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors.

REMUNERATION OF DIRECTORS AND EMPLOYEES OF THE COMPANY

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel)

BOARD'S REPORT (Contd.)

Rules, 2014 in respect of Directors/Employees of the Company is set out in "Annexure - [1]" of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company, hereby state and confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2023, the applicable accounting standards have been followed and there are no material departures from the same;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the profit and loss of the Company for the financial year ended 31st March, 2023;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. During the year no reportable material weakness in the design or operation were observed.

FRAUDS REPORTED BY THE AUDITOR

The auditor of the Company has not reported any fraud to

the Audit Committee or Board or to the Central Government under Section 143(12) of the Companies Act, 2013.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

As on 31st March, 2023, Your Company has no Subsidiary Company, Associates and Joint Venture.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Further, Company does not have any deposit which is in violation of Chapter V of the Act.

LOANS TAKEN FROM DIRECTORS OF THE COMPANY

During the year under review, the Company has taken unsecured loans from directors of the Company. Details of unsecured loans taken are given in the Notes to the Financial Statements forming part of Annual Report.

Director, who has given unsecured loans to the Company, has furnished to the Company at the time of giving the loan, a declaration in writing to the effect that the amount is not being given out of funds acquired by him by borrowing or accepting loans or deposits from others.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The details of Loans, guarantee and Investments covered under the provisions of Section 186 of the Act are given in the Notes to the Financial Statements forming part of Annual Report.

RELATED PARTY TRANSACTIONS

During the FY 2022-23, the Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, which were in the ordinary course of business and at arms' length basis. Further, the transactions were in accordance with the provisions of the Companies Act, 2013, read with rules framed thereunder and the SEBI (LODR) Regulations, 2015. All Related Party Transactions were entered with approval of the Audit Committee and is in compliance with the applicable provisions of the Act and the Listing Regulations. The details of the Related Party Transactions as required under IND AS - 24 are set out in Notes to the financial statements.

The Policy on Related Party Transactions as formulated by the Company is available on the website of the Company at



BOARD'S REPORT (Contd.)

<https://rushil.com/ad-min/uploads/7/10/Rushil-Related-Party-Transaction-Policy.pdf>.

The detailed disclosure of these transactions in Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as "Annexure [2]" to this Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR initiatives of the Company, during the financial year 2022-23 carried out in areas of Animal Welfare, Promoting Education, Preventive Health Care, Sanitation and safe drinking water, Eradicating Hunger, Poverty and Malnutrition (food supply), Empowering Woman and Economically backward group, Setting up Old age homes and such other facilities for senior citizen, etc. Further, the Company has also spent the CSR expenditure on its ongoing project named CSR Haraniya School Project during the financial year 2022-23. The Company also funded for education and women empowerment through recognised implementing agencies named Karamputra Charitable Trust and Ahmedabad Timber Merchants Association Charitable Trust. These activities are in accordance with Schedule VII of the Companies Act, 2013 and CSR Policy of the Company.

The CSR expenditure incurred by the Company during the FY 2022-23 as well as other details of initiatives undertaken by the Company during the Financial Year 2022-23 in CSR has detailed in this Annual Report. The Annual Report on CSR activities as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been annexed to this Report as Annexure - [3].

The CSR policy is available on the website of the Company at <https://rushil.com/admin/uploads/7/10/Corporate-Social-Responsibility-Policy.pdf>

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure - [4]".

RISK MANAGEMENT POLICY

The Company has a robust Risk Management Policy. The Company through Board and Audit Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. Risk Management forms an integral part of the Company's planning process.

The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically addressed through mitigating actions on continuing basis.

There are no risks, which in the opinion of the Board threaten the existence of the Company.

VIGIL MECHANISM

Your Company has formulated a Vigil Mechanism / Whistle Blower Policy pursuant to Regulation 22 of the Listing Regulations and Section 177(9) of the Companies Act, 2013 enabling stakeholders to report any concern of unethical behavior, suspected fraud or violation and Regulation 4(2)(d)(iv) read with Regulation 22 of the SEBI (LODR) Regulations, 2015. The policy enables stakeholders, including individual employees, directors and their representative bodies, to freely communicate their concerns about illegal or unethical practices, instances of unethical behavior, actual or suspected fraud or violation of Company's code of conduct. The Policy provides adequate safeguards against victimisation of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The protected disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

Your Company hereby affirms that no Director, employee or any other personnel has been denied access to the Chairman of the Audit Committee and that no complaint was received during the year.

The policy is available on the website of the Company at https://rushil.com/admin/uploads/investors_pdf/codes_policies/Whistle_Blower_Policy.51.pdf and circulated to all the Directors / employees.

SIGNIFICANT / MATERIAL ORDERS PASSED BY THE REGULATORS

During the year there is no significant/material order(s) passed by the Regulators, Courts, Tribunals, Statutory and quasi-judicial body impacting the going concern status of the Company and its operations in future.

The details of litigation on tax and other related matters are disclosed in the Auditor's Report and Financial Statements which forms part of this Annual Report.

AUDITORS

STATUTORY AUDITOR

M/s. Pankaj R. Shah & Associates, Chartered Accountants, a firm having Firm Registration No. 107361W, were

BOARD'S REPORT (Contd.)

appointed as Statutory Auditor of the Company at the AGM held on 27th September, 2021 for a term of five consecutive years.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditor's Report dated 04th May, 2023 is unmodified and does not contain any qualification, reservation or adverse remark.

No fraud has been reported by the Auditors to the Audit Committee or the Board.

SECRETARIAL AUDITOR

During the year, M/s. Shalin Jain & Associates, Practicing Company Secretaries, Secretarial Auditor of the Company has tender their resignation from the position of Secretarial Auditor w.e.f. 06th October, 2022.

Accordingly, the board of directors at its meeting held on 08th November, 2022 has appointed M/s. SPANJ & Associates, Practicing Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company for the financial year 2022-23 pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (LODR) Regulations, 2015 as amended.

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report in the prescribed Form No. MR-3 for the Financial Year 2022-23 is annexed herewith as "Annexure - [5]" to this Report. The Secretarial Auditor has not reported any qualification, reservation or adverse remark or disclaimer in his report.

Your Company has also obtained certificate from the secretarial auditor certifying that none of the directors of our Company has been debarred or disqualified from being continuing as directors of the Company by SEBI, Ministry of Corporate Affairs or such similar statutory authority.

The Company has also filed the Secretarial Compliance Report for the financial year ended 31st March, 2023 to the Stock Exchanges in relation to compliance of all applicable SEBI Regulations/circulars/guidelines issued thereunder, pursuant to requirement of Regulation 24A of the SEBI (LODR) Regulations, 2015.

COMPLIANCE WITH SECRETARIAL STANDARD

The Company has complied with Secretarial Standard 1 and 2 issued by the Institute of Company Secretaries of India (ICSI) on Board Meetings and General Meetings respectively.

IMPLEMENTATION OF CORPORATE ACTION

During the year under review, the Company has not failed

to implement any Corporate Actions within the specified time limit.

ANNUAL RETURN

The Annual Return in Form MGT-7 is available on the website of Company at <https://rushil.com/admin/uploads/4/21/Form-MGT-7-Annual-Return-2022-23.pdf>

DIVIDEND DISTRIBUTION POLICY

In accordance with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors of the Company has adopted a Dividend Distribution Policy ('Policy') which is available on the website of the Company at <https://rushil.com/admin/uploads/7/14/Dividend-Distribution-Policy-pdf.pdf>

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility and Sustainability Report forms part of this Annual Report.

COST RECORDS AND COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

STATEMENT OF DEVIATION OR VARIATION

Pursuant to Regulation 32 of the SEBI (LODR) Regulations 2015, listed entity shall submit to the stock exchange a Statement of Deviation(s) or Variation(s) on a quarterly basis for public issue, rights issue, preferential issue etc.

Statement of deviation(s) or variation(s), quarter wise was placed in the respective audit committee meetings for their review. Further, a statement for the year ended 31st March, 2022, on the utilisation of proceeds of Rights Issue of the Company was placed before the Audit Committee in its meeting held on 24th May, 2022, wherein the Audit Committee noted that there was no deviation as regards to utilisation of funds from the Objects stated in the Letter of Offer for Company's Rights Issue and post its approval the same was submitted with the Stock Exchanges on 24th May, 2022. Further, after 24th May, 2022, the requirement of filing Statement of deviation(s) or variations(s) is not applicable to the Company as the fund so raised were fully utilised by the Company as per the objects stated on the offer document.

Further, after 31st March, 2023, the Company has raised ₹ 107.49 Crs through Issue of Fully Paid-up Rights Equity Shares and also the Company has fully utilised the issue



BOARD'S REPORT (Contd.)

proceeds of ₹ 107.49 Crs as per the objects stated in the offer document. There is no deviation(s) or variation(s) in the use of proceeds of Rights Issue as the issue proceeds were fully utilised as per the objects stated in the offer document.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per the requirement of the SEBI (LODR) Regulations, 2015, a detailed review of the developments in the industry, performance of the Company, opportunities and risks, segment wise and product wise performance, internal control systems, outlook etc. of the Company is given under the head Management Discussion and Analysis Report, which forms part of this Annual Report.

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance along with a certificate from the Practicing Company Secretary on its compliance for the Financial Year 2022-23, as per Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015 forms part of this Annual Report.

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted zero tolerance for sexual harassment at workplace and has formulated a policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The Policy is uploaded on the web portal of the Company under following weblink: <https://rushil.com/admin/uploads/7/10/Policy-on-Prevention-of-Sexual-harrasement-of-women-at-workplace.pdf>

The policy aims to provide protection to employees at workplace and prevent and redress complaints of sexual harassment and for the matters connected and incidental thereto, with the objective of providing safe working environment, where employees feel secure.

An Internal Complaints Committee has been set up to Redress complaints related to sexual harassment. During the Financial year 2022-23, the Company has not received any complaint of sexual harassment at workplace. Further, there was not any complaint pending at the beginning of the year or at the end of the year.

ACKNOWLEDGEMENT

The Board sincerely thanks Company's customers, vendors, central and state government bodies, auditors, legal advisors, consultants, registrar and bankers for their continued support to the Company during the year under review. The Directors also wish to place on record their appreciation for the dedicated efforts of the employees at all levels. Finally, the Board expresses its gratitude to the members for their continued trust, co-operation and support.

**For and on behalf of the
Board of Directors,**

Krupesh G. Thakkar

Chairman

(DIN: 01059666)

Date: 9th August, 2023

Place: Ahmedabad

ANNEXURE [1] TO BOARD'S REPORT

INFORMATION REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the Financial Year 2022-23 is as follows:

Name of Director	Designation	Total Annual Remuneration (₹)	Ratio of remuneration of director to the Median remuneration
Mr. Krupesh G. Thakkar	Managing Director	1,20,00,698	35.50
Mr. Rushil K. Thakkar	Whole-Time Director	96,00,010	28.40
Mr. Ramanik T. Kansagara	Whole-time Director	30,03,409	8.90

- Independent Directors receiving only sitting fees for attending the board meetings and committee meetings of the board of directors of the Company. The sitting fees paid to Independent Directors is not covered in the above table.
- Median remuneration of the Company for all its employees is ₹ 337776/- per annum for the financial year 2022-23.
- The aforesaid details are calculated on the basis of remuneration paid for the financial year 2022-23.

B. Details of percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer & Company Secretary in the financial year 2022-23 are as follows:

Name	Designation	Remuneration (in ₹)		Increase (%)
		2022-23	2021-22	
¹ Mr. Ghanshyambhai A. Thakkar	Whole Time Director	-	44,64,113	N.A.
Mr. Krupesh G. Thakkar	Managing Director	1,20,00,698	1,20,00,698	Nil
Mr. Rushil K. Thakkar	Whole-Time Director	96,00,010	76,70,647	25.15
Mr. Ramanik T. Kansagara	Whole Time Director	30,03,000	26,68,033	12.57
Mr. Keyur M. Gajjar	Chief Executive Officer	88,08,000	76,21,025	15.58
² Mr. Vipul S. Vora	Past Chief Financial Officer (upto 18/03/2022)	-	47,79,939	N.A.
³ Mr. Hiren B. Padhya	Present Chief Financial Officer (from 19/03/2022)	54,85,324	1,82,303	N.A.
Mr. Hasmukh K. Modi	Company Secretary	26,67,464	23,69,606	12.57

Notes:

¹Mr. Ghanshyambhai A. Thakkar received remuneration upto 13th August, 2021 (i.e. in the Financial Year 2021-22 only) as he resigned from the post of Chairman as well as Director of the Company w.e.f. 13th August, 2021. Hence, remuneration is not comparable.

²Mr. Vipul S. Vora received remuneration only upto 18th March, 2022 (i.e. from 01st April, 2021 to 18th March, 2022) as he retired from the post CFO w.e.f. closing hours on 18th March, 2022. Hence, remuneration is not comparable.

³Mr. Hiren B. Padhya received remuneration from 19th March, 2022 to 31st March, 2022 as he was appointed as a CFO w.e.f. 19th March, 2022. Hence, the remuneration in Financial Year 2022-23 is not comparable with remuneration received in financial year 2021-22.

⁴In the percentage increase of remuneration, for certain persons, is not comparable for the reporting years.

Notes:

- Independent directors receiving only sitting fees for attending the board meetings and committee meetings of board of directors of the Company. So, in the above table, sitting fees paid to independent directors is not considered.
- The Remuneration to Directors is within the overall limits approved by the shareholders.



ANNEXURE [1] TO BOARD'S REPORT (Contd.)

C. Percentage increase in the median remuneration of all employees in the Financial Year 2022-23: 19.16%

(Median remuneration is on the basis of gross remuneration of employees)

D. Number of permanent employees on the rolls of the Company as on 31st March, 2023: 796 employees

E. Comparison of average percentage increase in salary of employees other than the Managerial personnel and the percentage increase in the managerial remuneration:

Remuneration to Managerial Personnel (MD & WTD) is increased 10.13% in FY 2022-23 compared to FY 2021-22. While Average salary of all employees other than Managerial Personnel is increase by approximately 10% in FY 2022-23 compared to FY 2021-22.

F. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

G. Information required under Section 197 of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. List of top ten employees in terms of remuneration drawn in FY 2022-23:

No	Name	DOB	Designation*	Remuneration Received (CTC PA)	Qualification	Date of commencement of employment	Experience	Last employment
1	Krupesh Thakkar	21/10/1970	Chairman & Managing Director	1,20,00,698	B.Com	24/05/1993	31	NA
2	Rushil Thakkar	29/09/1992	Whole-Time Director	96,00,010	B.Com., Online certificate course in MBA Essential from "The London School of Economics and Political Science"	01/04/2013	10	NA
3	Keyur Gajjar	19/02/1971	CEO	88,08,319	BE, MBA	01/04/2005	27	M/S. GMDC, Ahmedabad
4	Krupa Thakkar	29/04/1971	Sr. Vice President	57,72,629	Dip. Home Sc.	01/04/2007	16	NA
5	Hiren B. Padhya	14/10/1968	CFO	54,85,324	CA, CS, ICWA, B.Com.	19/03/2022	29	Infibeam Avenues Ltd
6	Prosanta Kumar Ghosh	20/08/1956	Vice President	53,28,177	Dip. Mech Engg.	01/07/2018	40	Mangalam Timber Prodcuts Ltd
7	Sanjiv Sharma	06/09/1960	General Manager	42,27,430	Graduate	12/04/2014	40	Asian Granito India Ltd
8	Jikesh Thakkar	25/08/1969	Sr. Vice President	39,05,699	B.Com & DMS	01/12/2007	27	Disaster Mitration Institute
9	Sunil Nair	16/08/1973	General Manager	39,69,110	BSC (Physics), PG (Sales & Marketing)	18/01/2021	26	Avant India Private Limited
10	Rama Ganpathy	28/01/1968	General Manager	35,26,294	Diploma – Ele./ MBA	01/12/2012	35	Sree Sakthi Paper Mills Ltd

*Nature of Employment: All employees are permanent employee. Managing Director and Whole-time Director are permanent employees subject to getting necessary approvals when tenure of such Directors expires.

^Except as below, no employee is a relative of any director:

ANNEXURE [1] TO BOARD'S REPORT (Contd.)

Name of Employee	Relationship with Director	Name of Director (Relative)
Krupesh G. Thakkar	Father	Rushil K. Thakkar
Rushil K. Thakkar	Son	Krupesh G. Thakkar
Krupa K. Thakkar	Wife	Krupesh G. Thakkar
Krupa K. Thakkar	Mother	Rushil K. Thakkar
Amees R. Patel	Daughter	Ramanik T. Kansagara
Harsh R. Patel	Son	Ramanik T. Kansagara
Rushvi R. Thakkar	Wife	Rushil K. Thakkar

- List of every employee, who if employed throughout the financial year 2022-23, was in receipt of remuneration for that year which, in the aggregate, was not less than ₹1.02 Crs: **Nil except Mr. Krupesh Thakkar being Managing Director.**
- List of every employee, who if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than ₹ 8.50 Lakhs per month: **Nil except Mr. Krupesh Thakkar being Managing Director.**
- List of every employee, who if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company:

No	Name	DOB	Designation	Remuneration Received (CTC PA)	Qualification	Date of commencement of employment	Experience	Last employment	% shares held by employee along with her spouse
1	Krupa Thakkar	29/04/1971	Sr. Vice President	57,72,629	Dip. Home Sc.	01/04/2007	16	NA	17.53

For and on behalf of the Board of Directors,

Krupesh G. Thakkar
Chairman
(DIN: 01059666)

Date: 9th August, 2023
Place: Ahmedabad



ANNEXURE [2] TO BOARD'S REPORT

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and
Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Nil

2. Details of material contracts or arrangement or transactions at arm's length basis:

Nil

For and on behalf of the Board of Directors,

Krupesh G. Thakkar

Chairman

(DIN: 01059666)

Date: 9th August, 2023

Place: Ahmedabad

ANNEXURE [3] TO BOARD'S REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

1. Brief outline of the CSR Policy

The Company has made this policy titles as the “Corporate Social Responsibility (CSR) Policy” which is based as per the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 which encompasses the Company’s Philosophy for defining it. The Company intends to make a positive difference to society and contribute its share towards the social cause of betterment of society.

The projects or programs are identified in involved manner after taking benefit of expertise and knowledge of persons involved in these types of activities. It also studies about the poverty, hunger, health, education, employment and livelihood of nearest rural areas and accordingly projects are identified. Arising from this the focus areas that have emerged are Education, Health care, Sustainable livelihood, Infrastructure development and espousing social causes. The projects and programs will be assessed under the agreed strategy and will be monitored periodically, measured against targets and budgets, if any. Wherever necessary, midcourse corrections will be carried out.

2. Composition of the CSR Committee

Sr. No	Name of the Director	Designation/ Nature of Directorship	No. of Meetings	
			Held	Attended
1	Mr. Krupesh G. Thakkar	Chairman/ Managing Director	2	2
2	Mr. Rushil K. Thakkar	Member/ Whole Time Director	2	2
3	Mr. Shankar Prasad Bhagat	Member/ Non-Executive-Independent Director	2	2

3. Web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board of Directors are disclosed on the website of the Company:

Web-link of Composition of CSR Committee

https://rushil.com/admin/uploads/7/10/Composition-of-Various-Committees-of-Board-of-Directors_1.pdf

Web-link of CSR Policy

<https://rushil.com/admin/uploads/7/10/Corporate-Social-Responsibility-Policy.pdf>

Web-link of CSR Projects approved by the Board (Annual Action Plan)

Web link: <https://rushil.com/admin/uploads/7/10/CSR-Annual-Action-Plan-2023-24.pdf>

4. Executive Summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). Not Applicable

5. (a) Average net profit of the Company as per Section 135(5): ₹ 23,00,09,524/-
- (b) Two percent of average net profit of the Company as per Section 135(5): ₹ 46,00,190/-
- (c) Deficit arising out of the CSR projects or programmes or activities of the previous financial year 2021-22: 9,24,792/-
- (d) Amount required to be set off for the financial year, if any: Nil
- (e) Total CSR Obligation for Financial Year 2022-23 (5b+5c-5d): ₹ 55,24,982/-

Note: The Company transferred the unspent CSR amount of ₹ 19,07,000 pertains to an Ongoing Project with Separate Bank Account namely “UNSPENT CSR ACCOUNT OF MS. RUSHIL DÉCOR LIMITED FOR 2021-22” in the month of April, 2022 opened with Bank of Baroda, Kalol Branch. The Company spent the said unspent amount of ₹ 19,07,000 during the Financial Year 2022-23 for the decided same ongoing project.

6. (a) Amount spent on CSR Projects/activities directly or through implementing agencies (both Ongoing Project and other than Ongoing Project): ₹ 63,64,825/-
- (b) Amount spent in Administrative Overheads: Nil
- (c) Amount spent on Impact Assessment, if applicable: NA
- (d) Total amount spent for the Financial Year 2022-23 [(a)+(b)+(c)]: ₹ 63,64,825/-
- (e) CSR amount spent or unspent for the Financial Year:



ANNEXURE [3] TO BOARD'S REPORT (CONTD.)

Total Amount spent for the Financial year (in ₹)	Amount unspent (in ₹)				
	Total Amount transferred to unspent CSR Account as per Section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
63,64,825/-	NIL	NA	NA	NIL	NA

(f) Excess amount for set-off, if any:

Sr. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per sub-section (5) of Section 135	46,00,190/-
(ii)	Carried forward Obligation for CSR Expenditure of Pervious Financial Year 2021-22*	9,24,792/-
(iii)	Total CSR Obligation for the Financial Year 2022-23	55,24,982/-
(iv)	Total amount spent for the Financial Year 2022-23	63,64,825/-
(v)	Excess amount spent for the Financial Year [(ii)-(i)]	8,39,843/-
(vi)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(vii)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	8,39,843/-

Note: During the year, the Company has spent an amount of ₹ 63,64,825/- on the CSR activities upto 31.03.2023 against the Net CSR obligation of ₹ 55,24,982/- which includes ₹ 19,07,000/- pertains to an ongoing project named "Haraniyav School Project of the Company".

7. Details of Unspent CSR amount for the preceding three Financial Years:

Sr. No.	Preceding Financial Year(s)	Amount Transferred to unspent CSR Account Under section 135(6) (in ₹)	Balance Amount in Unspent CSR Account Under sub-section (6) of Section 135 (in ₹)	Amount spent in the succeeding Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to Section 135(5), if any.		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1.	2021-22	19,07,000/-	19,07,000/-	19,07,000/-	NA	NA	NIL	NIL
2.	2020-21	--	--	--	--	--	--	--
3.	2019-20	--	--	--	--	--	--	--

8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year:
Not Applicable

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5):
Not Applicable

Place: Ahmedabad
Date: 09.08.2023

Sd/-
Managing Director

Sd/-
Chairman of CSR Committee

ANNEXURE [4] TO BOARD'S REPORT

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) CONSERVATION OF ENERGY

(i) **The steps taken for conservation of energy as well as the steps taken by the Company for utilising alternate sources of energy:**

1. Company is continuing to purchase electricity units by open access power through INDIAN ENERGY EXCHANGE, with this the Company's overall cost of electricity is reducing per unit.
2. Company has made an agreement with the State power supply company (MESCOM) for the Discounted Energy rate scheme. In that Company is getting discounted power through MESCOM instead of Open access.
3. Due to installation of solar panel at the corporate office of the Company, there is significant power and energy saving at corporate house.
4. Company has installed a VFD in cooling tower Fan and interlocked with the water temperature control in cooling water which results in energy saving.
5. The Company has installed roof exhaust system with FRP sheet at the MDF Board manufacturing plant. As a result, all the inside lights are switched off for 12 hours in the day time, resulting a saving of energy.
6. Company has introduced VFD for some of the motors at the MDF Board manufacturing plant of the Company. After introducing the VFD, Company made saving in energy cost by reducing the power consumption.
7. Company has replaced ordinary MH/MB lights with LED lights inside and outside the building premises at plant level.
8. The Company is doing on Regular basis Preventive and corrective maintenance and changing the parts of machines as proactive measures to optimise energy usage and available time of machines.
9. By using bark and waste of chips rejected from chip screen as a fuel, it is saving the fuel cost.
10. Reduction in sludge moisture results in increase the calorific value of fuel.
11. On the regular basis, Company is doing check in the electricity distribution network for safe and efficient performance.
12. Company has fixed Air Ventilation on top roof of factory premises running through wind energy in replacement of exhaust fans which were running through electricity.
13. At new plant in Andhra Pradesh, Company has done plant roof design in such a way that Company has natural exhaust system which improve the air quality and which also resulted in energy saving.
14. Company has replaced the dryer fan at it's MDF manufacturing plant which will use lesser energy compared to earlier.
15. Company is doing shift wise power consumption analysis to control the consumptions. Along with that Company is doing quarterly In-house energy audit for electrical and utility systems.
16. The Company is reusing RO rejected water and waste water from manufacturing process in gardening activity.

(ii) **Capital Investment on energy conservation equipment: NIL**

(iii) **Impact of energy conservation measures:**

Energy conservation measures undertaken by the Company have resulted in savings in power cost which ultimately resulted into overall cost savings of the Company.

(B) TECHNOLOGY ABSORPTION

(i) **The efforts made by the Company towards technology absorption:**

1. Company on continuous basis modifies and upgrades the manufacturing process/ parameters/ spares which resulted into cost effectiveness, better productivity in terms of quantity without compromising quality of the products.



ANNEXURE [4] TO BOARD'S REPORT (CONTD.)

2. The Laminate Sheet products manufactured by the Company are design and decoration based products. Company regularly developing new products, design, concept and processes at regular intervals.
3. For better quality and cost effectiveness, the Company is on continuous basis upgrading the chemical formula, new and alternate Raw Material consumption etc.
4. The Company on an on-going basis interacts with markets, for technical expertise for our industry.
5. Company is doing in house R&D activities to maintain and improve the quantity and quality of products.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

Company's decorative laminate sheet is covered under the design products industry. New designs and varieties in products has always remained the demand of customers. So, development of new products and creativity in the processes are the basic requirements to sustain and increase the market share of the Company. Company has derived various benefits from new and improved technology and R&D activities i.e. Product (quality) improvement, reduced cost of final products, Reduction in process time, Conservation of energy, Smooth processing, conservation of environment, Increase in customer base, Increase in the brand value of Company etc. It also increases the efficiency and production capacity. It is decreases the consumption of resin, power and ultimately total cost of production

(iii) Imported Technology (imported during the last 3 years reckoned from the beginning of the financial year):

The Company did not require to import any technology during the last three years. However, wherever required, the Company takes guidance from technical experts as well as from the foreign machinery suppliers.

(iv) Expenditure on Research and Development: The Company has not incurred any specific or material capital expenditure on research and development. Company is doing it in-house with existing set up.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign exchange earned in terms of actual inflows during the Financial Year 2022-23 is ₹ 199.19 Crs (equivalent value of various currencies).

Foreign exchange outgo in terms of actual outflows during the Financial Year 2022-23 is ₹ 111.16 Crs (equivalent value of various currencies).

ANNEXURE [5] TO BOARD'S REPORT

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

RUSHIL DECOR LIMITED

CIN: L25209GJ1993PLC019532

S. No. 125, Near Kalyanpura Patia,
Village Itla, Gandhinagar Mansa Road,
Tal. Kalol - 382845(Gujarat)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RUSHIL DECOR LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives, during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on **31st March, 2023** has complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on **31st March, 2023** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
 - (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (d), (e), (g) and (h) of para (v) mentioned hereinabove during the period under review.



ANNEXURE [5] TO BOARD'S REPORT (CONTD.)

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (vi) We further report that having regard to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof made available to us on test-check basis, the Company has compliance management system for the sector specific laws applicable specifically to the Company.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned hereinabove and there is adequate compliance management system for the purpose of other sector specific laws as reported hereinabove. We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other sector specific laws and regulations applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. During the year under review, Ms. Archee Darshanbhai Thakkar (DIN: 08603730) resigned from the post of Independent Director of the Company w.e.f. 27th August, 2022, Mr. Krupesh Ghanshyambhai Thakkar (DIN: 01059666) was re- appointed as Managing Director of the Company for five years w.e.f. 01st September, 2022, Mr. Kantilal Ambalal Puj (DIN: 09273355) was re- appointed as Independent Director of the Company for five years w.e.f. 13th August, 2022 and Ms. Shreyaben Milankumar Shah (DIN: 09726000) was appointed as an Additional Independent Director of the Company w.e.f. 08th November, 2022 and by passing Special Resolution through postal ballot on 05th January, 2023 she was regularised as Independent Director of the Company as per the requirement of SEBI LODR.

Adequate notices were given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions were carried through while the dissenting members' views were captured and recorded as part of the minutes, wherever required.

We further report that there are adequate systems and processes in the Company which commensurate with the size and operations of the Company to monitor and ensure compliance with applicable sector specific laws, rules, regulations and guidelines.

We further report that during the audit period of the Company, there were following events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- During the year under review, Company had forfeited 2182 Partly Paid up Rights Equity shares in Board Meeting held on 13th June, 2022.
- During the year, the Board of Directors of the Company at its meeting held on 06th August, 2022, had considered and approved fund raising through Rights Issue process.
- During the year under review, Company, had Increased Authorised Share Capital from ₹ 30,00,00,000 divided into 3,00,00,000 Equity Shares of Re. 10/- each to ₹ 40,00,00,000 divided into 4,00,00,000 Equity Shares of Re. 10/- each by passing necessary resolution at the Annual General Meeting of the Company held on 27th September, 2022.

Sd/-

ASHISH C DOSHI, PARTNER

SPANJ & ASSOCIATES

Company Secretaries

ACS/FCS No.: F3544

COP No.: 2356

P R Certi No.: 702/2020

UDIN: F003544E000767912

Date: 09th August, 2023

Place: Ahmedabad

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE [5] TO BOARD'S REPORT (CONTD.)

ANNEXURE - A

To,
The Members
RUSHIL DECOR LIMITED
CIN: L25209GJ1993PLC019532
S. No. 125, Near Kalyanpura Patia,
Village Itla, Gandhinagar Mansa Road,
Tal. Kalol - 382845 (Gujarat)

Sir/Ma'am,

Sub.: Secretarial Audit Report for the Financial Year ended on 31st March, 2023

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

ASHISH C DOSHI, PARTNER
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No.: F3544
COP No.: 2356
P R Certi No.: 702/2020
UDIN: F003544E000767912

Date: 09th August, 2023
Place: Ahmedabad



MANAGEMENT DISCUSSION AND ANALYSIS

INDIAN ECONOMY

The Indian economy has demonstrated remarkable resilience amid global challenges, including liquidity issues, banking crisis, and supply-chain disruptions. Consequently, it has positioned itself as one of the world's fastest-growing economies, overtaking the UK to become the fifth-largest economy. Several factors such as increased capital expenditure, foreign investments, higher domestic consumption, favourable Government policies, and a thriving manufacturing sector have contributed to this success. Private consumption and investment have also played a significant role by improving transportation infrastructure, logistics, and the overall business environment, creating a favourable setting for businesses to thrive. Initiatives by the Indian Government such as the National Logistics Policy, PM Gati Shakti, and Production-Linked Incentive (PLI) schemes, have further stimulated innovation and growth in the country.

Despite the economic growth, inflation remained a persistent concern in India as it stood at around 6.7%, surpassing the RBI's target. To tackle this issue, the RBI raised interest rates quarterly, which had a dampening effect on spending. However, in April 2023, the RBI opted to maintain the status quo and keep interest rates steady, further allowing the earlier rate hikes to take full effect. However, the positive result was seen when the inflation rate eased to a 16-month low of 5.66% in March 2023.

OUTLOOK

The RBI has projected that India's economy will experience a growth rate of approximately 7.2% in 2023 and 6.5% in 2024. The Indian Government is giving priority to taxation measures to support this economic growth. The increased tax collections will be utilised to fund a range of infrastructure development projects. In addition, the Government plans to implement PLI schemes to ensure that the fiscal deficit remains stable. These schemes are expected to reduce imports, thereby strengthening the country's economic position. Furthermore, the Government also introduced the seven guiding priorities called Saptarishi in the Union Budget 2023-24 designed to empower the economy and fulfil the aspirations of the Amrit Kaal vision.

To ensure the long-term sustainability and stability of the economy, the Government has implemented a medium-term framework for public finances. This framework aims to strike a balance between fostering economic growth and preserving fiscal prudence.

(Source: World Economic Outlook, April 2023: A Rocky Recovery (imf.org))

India's economy to grow by 6.4% in 2022-23, rise to 6.7% in 2023-24 ? Asian Development Bank (adb.org))

INDIAN FURNITURE INDUSTRY

The Indian economy's steady and remarkable growth has led to a significant surge in demand for real estate and commercial properties. The expanding population and demand for affordable housing have further fueled the residential real estate industry. There has been a notable rise in the demand for luxury housing, spurring the need for furniture such as sofa sets, dining sets, beds, and chairs in major Tier-2, Tier-3 cities due to rise in disposable incomes and potential rise in residential buildings.

India's furniture industry originally renowned for its unique and exceptional designs and characterised by rich handcraft and traditional art have evolved to include designed interiors which reflects the changing preferences. With a growing middle-class population, increasing disposable income, and more urban homes, the Indian furniture market is expanding rapidly. While small local firms dominate the market, organised players have gained significance in the past decade, contributing to the sector's growth.

US\$ 15.79 BN (2023) TO US\$ 26.85 BN (2028)

Indian Furniture Market Forecast

CAGR: 11.20%

Factors: Income, Urbanisation, Lifestyle

Segments: Home, Office, Outdoor

Online and mobile shopping trends are expected to drive furniture sales. The tourism, hospitality, and corporate sectors contribute to rising demand. These factors will propel significant growth opportunities on the Indian furniture market covering wood panels, laminates, and MDF.

(Source: <https://www.mordorintelligence.com/industry-reports/india-furniture-market>)

THE WOOD PANEL INDUSTRY

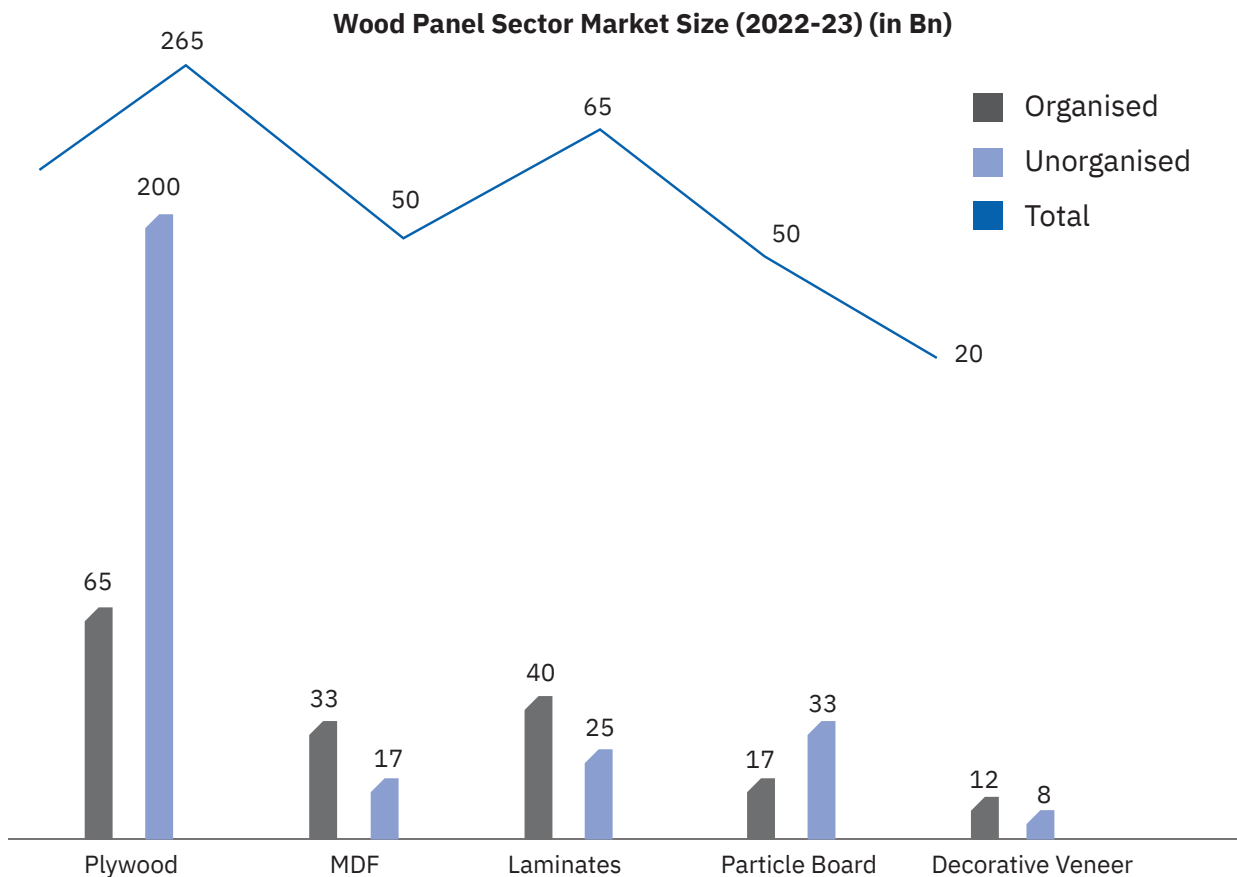
The fiscal year 2022-23 commenced on an optimistic note for the wood panel industry only to traverse through a phase of nuanced deceleration before concluding the year on a satisfactory front. Escalating prices of end products tested the boundaries of buyers' tolerance, while inflation in raw material costs exerted pressure on manufacturers' margins. Compounding these challenges was the issue of imports, particularly evident in the case of MDF. Although exporters encountered fewer logistical problems compared to the preceding year, the economic struggles of the importing nations restrained the industry's growth trajectory.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

However, playing a pivotal role in furniture manufacturing within India, this sector's growth potential remains substantial, offering ample room for modernization and advancement. The Indian wood panel sector, encompassing products like plywood, MDF, laminates, and particleboards, has exhibited remarkable growth in recent times and holds a significant value of ₹ 430 Bn as of 2022-23. This sector is projected to further expand to ₹ 530 Bn by the fiscal year 2025-26, showcasing a compelling CAGR of 7.2% between 2022-23 and 2025-26.

The driving forces behind this escalating demand are intertwined with the burgeoning residential and commercial real estate sectors. Factors such as increasing urbanisation,

rising disposable income, growing housing demand, product premiumisation, and a preference for branded items collectively fuel this demand surge. Organised players are expected to experience higher growth due to the rising demand for branded products, supported by favourable macro factors and an increased presence in the mass premium segments. Notably, segments like MDF and laminates are witnessing significant growth as the wood panel industry becomes more organised. After a subdued period over the past five years, there has been a noticeable upswing in demand for wood panel products, reflecting a positive shift in the market dynamics driven by the increasing need for residential and office spaces.



MDF Sectoral Growth Drivers in India

- Population of 1.4 Bn people
- Growing affordability driven by buy-now-pay-later schemes
- Favourable real estate demand driven
- Rising demand for readymade furniture
- Increasing per capita income
- Rapid urbanisation

MEDIUM DENSITY FIBREBOARD (MDF)

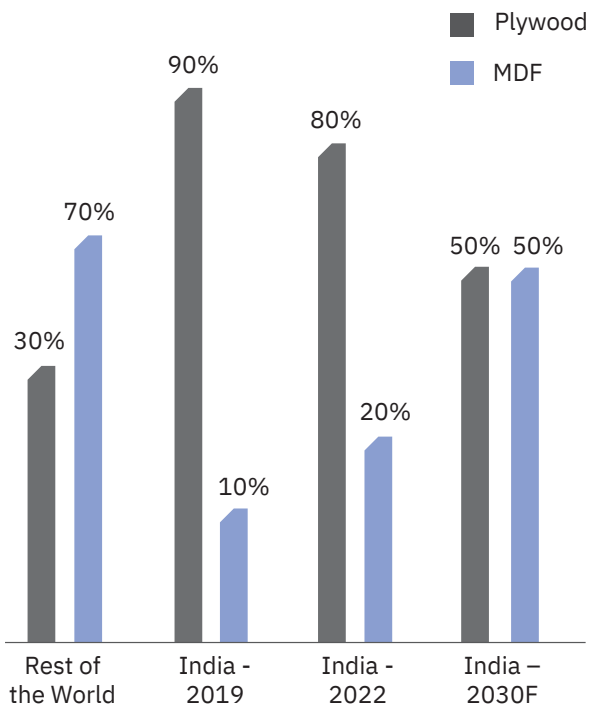
Medium-density fibreboard (MDF), an engineered wood panel formed from coalescing wood fibre, has a non-directional grain structure, ideal for cutting and machining without splinters. Its advantages over plywood include smoothness, consistency, cost-effectiveness, and eco-friendliness, making it a favoured choice in various applications. The MDF industry in India, valued at approximately ₹ 50 Bn, has shown a consistent CAGR of 11% from 2010-11 to 2022-23. It is projected to



MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

reach ₹ 60 Bn by 2025-26, with an expected growth rate of 15-20% in volume terms. This growth can be attributed to its unique advantages, such as easy moulding, machining, and painting capabilities, making it a preferred material for readymade furniture. Moreover, MDF is approximately 30-35% cheaper than plywood, while still offering moisture resistance, making it an appealing alternative for various applications.

Wood Panel Market - MDF Share in India Expected to Reach 50%



MDF's expanded product range with enhanced aesthetics, cost-effectiveness, and versatility has led to its increasing use in multiple industries. Globally, MDF holds over 70% of the wood panel market due to its eco-friendly nature and ease of use. In India, it is steadily gaining ground and projected to reach 50% market share by 2030.

(Source: Prabhudas Lilladher – Wood Panel Sector Report)

LAMINATE SHEET

The domestic laminates industry is valued at ₹ 65 Bn in 2022-23. It is projected that the Indian laminates market will reach ₹ 90 Bn by 2025-26, with a notable CAGR of 11.5% during 2022-23 to 2025-26 period. This growth can be attributed to several factors. Firstly, it is driven by the higher living standards among consumers. Secondly, there is a clear shift in consumer preference towards modern home furnishings. Lastly, the ongoing process of urbanisation is significantly boosting the demand for laminates.

Indian Laminates Market Growth Forecast (2022-23 to 2025-26)

Current Value: ₹ 65 Bn (2022-23)

Projected Value: ₹ 90 Bn (2025-26)

CAGR: 11.5% (2022-23 to 2025-26)

Laminates offer numerous advantages over veneers and hardwood. Their waterproof and scratch-resistant properties make them highly durable and suitable for a wide range of applications. Moreover, there is a diverse selection of colours in laminates, whereas the options in veneers and hardwood are dependent on the type of wood used. Additionally, laminates are cost-effective, and nearly 1-2 times cheaper than veneers. These factors collectively contribute to the growing popularity of laminates in the market.

(Source: Prabhudas Lilladher – Wood Panel Sector Report)

OPPORTUNITIES AND THREATS

Opportunities

- **Growing Middle-class:** India's rising middle-class population has been driving the demand for better-quality and aesthetically appealing furniture. As disposable incomes increase, consumers are willing to spend more on furniture that reflects their lifestyle and preferences.
- **Urbanisation:** Rapid urbanisation has led to an increase in the number of urban households. Urban dwellers tend to have smaller living spaces, creating a demand for space-saving and multifunctional furniture solutions.
- **Affordable and Modular Furniture:** There is a significant market opportunity for affordable and modular furniture, catering to the needs of millennials and young professionals who seek practical and versatile options.
- **Customisation and Personalisation:** Consumers are seeking unique and personalised furniture pieces that reflect their individual tastes and preferences. Offering customisation can be a lucrative opportunity for furniture manufacturers and retailers.
- **Furniture for Co-living Spaces:** Co-living spaces are gaining popularity, especially among young professionals and students. Designing furniture specifically for these communal living spaces presents a promising opportunity.

Threats

- **Competition from Imported Furniture:** The liberalisation of trade policies, imported laminate sheet, MDF board

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

and other panel products from other countries might pose a threat to domestic manufacturers, especially those offering premium products.

- **Unorganised Sector:** The presence of a significant unorganised sector in the Indian laminate and panel board market can create pricing disparities and quality issues, affecting organised players.
- **Infrastructure Challenges:** Logistics and distribution can be challenging in certain regions of India, affecting the efficient delivery of laminate and MDF board products.
- **Counterfeit Products:** The prevalence of counterfeit laminate and MDF board products can undermine the reputation of genuine manufacturers and result in revenue loss.

GOVERNMENT INITIATIVES

Union Budget 2023 allocation towards Sector

India's untapped potential, particularly in real estate and allied sectors, was a focal point in the Union Budget 2023-24. The focus on infrastructure and real estate development is pivotal. An increase in the urban infrastructure budget positively impacts the real estate industry. Improved infrastructure, such as roads, bridges, airports, and public transportation systems, will attract more potential homebuyers and businesses. Smart city initiatives are poised to further elevate demand, potentially boosting property values, investment, and market growth. The ripple effect extends to economic stimulation through improved logistics, potentially creating job prospects. Additionally, the real estate landscape is embracing tech-driven innovations to align with evolving demands.

Government allocation for

Ministry of home affairs: ₹ 2.06 Lakhs Crs

Pradhan Mantri Awas Yojana: ₹ 79,590 Crs (2023-24)

The Government of India is steadfast in promoting domestic manufacturing via public procurement orders and the Phased Manufacturing Programme (PMP). State governments are proactively nurturing furniture clusters near ports to bolster local manufacturing and curtail import reliance. Furthermore, the Government of Madhya Pradesh has approved a 450-acre land for an international mega furniture cluster in Indore at Betmakhurd. This will help in reducing imports, boosting local manufacturing, and generating 12,000 jobs. The cluster's operation aims to raise Indore's furniture market value five-fold to ₹ 5,000 Crs, with over 80 manufacturers interested in investing ₹ 850 Crs. Prospects of establishing more clusters near ports are on the horizon that will ultimately benefit to products

being used in furniture like laminate sheets, MDF board and other allied products.

Source: <https://www.99acres.com/articles/union-budget-real-estate-industry-reacts.html>

Corporate Overview

Rushil Decor is a premier player in India's Laminate and MDF panel industry, spanning its influence across 51 countries worldwide. Rooted in its foundation in 1993, the company has carved an indelible mark as a sought-after partner on a global scale. Melding expertise with artistic ingenuity, Rushil Decor weaves intricate designs that exemplify craftsmanship. Its product range encompasses Decorative and Industrial Laminates for Residential and Commercial Spaces. Rushil Decor boasts a portfolio of over 1,200 designs, a feat that solidifies its leadership within the laminate industry. In the realm of India's MDF board manufacturing, it claims the distinction of being the third-largest. This achievement is underscored by the presence of four distinct brands that enrich its diverse portfolio – VIR Laminates, MDF, PVC, and STUDDIO. Each brand encapsulates a unique essence, contributing to the company's multifaceted impact.

Modern State-of-art Manufacturing Facilities

Rushil Decor is a modern manufacturer of Decorative Laminated Sheets and MDFs distinguished by its front-line facilities located strategically in Gujarat, Vishakhapatnam, and Chikmagalur. The Company's commitment to technological excellence is evident through its meticulous selection of machinery from industry-leading manufacturers, a choice that underlines its dedication to optimal production processes. This dedication is further mirrored in the impressive production capacities of its facilities, notably the Gujarat unit with a robust Laminates Capacity of 34.93 Lahks, alongside the Karnataka and Andhra Pradesh facilities boasting MDF Boards Capacities of 90,000 cbm and 2,40,000 cbm, respectively. This formidable blend of advanced machinery, expansive capacities, and a wide-reaching network of branches, distributors, and dealers across India positions Rushil Decor as not only capable but truly efficient in seamlessly meeting the escalating demand for its high-quality products.

Segmental Performance

The Company primarily concentrates on two segments: Laminates and MDF board. It has footprints to over 51 countries, success fully establishing a robust brand presence in international markets. In 2022-23, the Company experienced a significant revenue surge in both segments. The revenue from the MDF board segment witnessed an impressive growth of 44%, while the laminate sheet segment also showed a commendable increase of 12%.



MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

(₹ in Crs)

Details	Laminate Sheet		MDF Board	
	2021-22	2022-23	2021-22	2022-23
Revenue from operations	189.74	208.35	434.42	621.43
Profit before interest and tax	10.99	14.60	43.36	110.83

Focussed Segments

- Laminate sheet
- Medium-density fibreboard (MDF) and value-added products
- Value-added products contributed 36% of the overall revenue of the MDF boards in terms of value in 2022-23
- The Andhra Pradesh plant achieved a capacity utilisation rate of 72%, while the Chikmagalur plant performed even better, operating at nearly 82% capacity. As anticipated at the beginning of the financial year, the Company's MDF capacity utilisation surpassed the 75% mark. The Company aims to achieve this by focussing on the production of value-added products, which are expected to make a significantly higher contribution to its overall output.

KEY DEVELOPMENTS DURING THE YEAR 2022-23

Year in Brief with way Forward

The management has outlined a comprehensive plan to boost capacity utilisation by 5-10%, resulting in anticipated revenue growth of 15-20% in value terms for the upcoming year. It has set ambitious targets, aiming to reach export volumes of 5000-6000 CBM/month. To further enhance performance, the focus is on augmenting the contribution from value-added products, with a targeted capacity utilisation of 90% to 95% over the next two financial years. Encouragingly, the value-added mix for the Vizag plant surged by 73% in Q4 and 21% growth in entire value-added mix compared to Q3 of 2022-23, signifying promising prospects ahead.

The Company's primary goal is to elevate the capacity utilisation levels to a range of 90% to 95% within the next two years, a significant increase from the current utilisation of 75% in 2022-23. To achieve this, it is focussing on optimising capacity utilisation in its existing plants and improving overall efficiency. Additionally, the Company is expanding its distribution reach by partnering with new channel collaborators and increasing its presence in existing channels. Quality remains a top priority, and it continuously captures customer feedback and adapts to changing trends to create a differentiated portfolio of products and services that meet their needs and expectations. Through these efforts, the Company is dedicated to providing exceptional value and ensuring customer satisfaction.

RISK AND MITIGATION

Risk	Description	Mitigation
Economy and market risk	Changes in the market landscape can have a significant influence on product demand. Fluctuations in the prices of raw materials, like wood and adhesives, or change in infrastructure or real estate can impact the growth.	Establish relationships with diversified suppliers to mitigate raw material price risks. Focus on the premium segment, enhance exports, and increase brand visibility for sustained profitability. Strategically positioned facilities serve to expand MDF markets.
Competition risk	Intense competition in the laminate sheet and MDF board industry has the potential to impact financial performance, profit margins, and the overall standing in the market.	The Company continuously invests in expanding its capacity to reinforce its position as a market leader. Focussing on innovative designs and unique features to stand out in a competitive market.
Operational risk	Any disruptions in operations including supply chain transportation issues or delays in receiving materials, could affect production and timely deliveries. These factors have the potential to impact the Company's performance, including revenues, margins.	Improving market reach and expansion. Maintaining strict operational discipline to control costs effectively. Generating robust cash flow supported by a strong brand image. Maximising the use of funds through responsible fund management efforts.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

Risk	Description	Mitigation
Receivables risk	The Company's short-term capital may be negatively affected by the untimely recovery of payment from customers.	The Company assesses creditworthiness, sets limits, monitors collections, manages subsidies, and has an internal system for managing.
Raw material cost risk	The MDF board production at Rushil Decor relies on two essential materials: agroforestry wood and chemicals. Any price hikes in these raw materials directly or indirectly impact our costs and profitability structure.	The Company's reliance on agroforestry as the main raw material source supports sustainable sourcing. Collaborating with farmers and forest stakeholders, it has implemented plantation initiatives to ensure a steady supply. MDF board manufacturing plants in Karnataka and Andhra Pradesh are strategically located, with easy access to agroforestry wood near the plant locations.

FINANCIAL HIGHLIGHTS

(₹ in Crs)

Details	2022-23	2021-22
Revenue from Operations	838.4	624.16
Profit Before Tax	101.2	30.68
Profit After Tax	77.7	22.80
Earnings Per Share (EPS)	39.01	11.45
Non-Current Liabilities	334.7	340.91
Current Liabilities	299.5	259.06
Equity Share Capital	19.91	19.91
Other Equity	343.5	266.88
Total Equity	363.4	286.79
Total Equity and Liabilities	997.6	886.79

KEY FINANCIAL RATIOS

Details of significant changes in the key financial ratios during 2022-23 are summarised below:

Sr. No	Key Financial Ratios	2022-23	2021-22	Change in %	Reason for Change
1.	Debtors' Turnover	8.09	8.62	(6.11)	-
2.	Inventory Turnover	4.90	5.21	(5.90)	-
3.	Interest Coverage Ratio (in times)	5.30	2.51	111.11	Interest coverage ratio has increased mainly due to increase in operating profit for reasons of the normalisation of operations of new MDF plant at Andhra Pradesh, which has led to an increase in operating margins. It is also due to an increase in value-added products' turnover at both the MDF manufacturing plants i.e. at Andhra Pradesh and Karnataka.
4.	Current Ratio	1.13	1.07	5.59	-
5.	Debt Equity Ratio	1.12	1.46	(23.70)	-



MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

Sr. No	Key Financial Ratios	2022-23	2021-22	Change in %	Reason for Change
6.	Operating Margin (in %)	14.88	8.17	82.20	Operating Margin has mainly increased due to the rise in Operating profit, attributed to the normalisation of operations at the new MDF Plant in Andhra Pradesh. This normalisation has resulted in an increase in operating margins. Additionally, the increase in turnover of value-added products at both MDF manufacturing plants, namely in Andhra Pradesh and Karnataka, has also contributed to this growth.
7.	Net Profit Margin (in %)	9.26	3.65	153.57	Net profit has increased mainly due to an increase in operating profit for reasons of the normalisation of operations of new MDF plant at Andhra Pradesh, which has led to an increase in operating margins. It is also due to an increase in value-added products' turnover at both the MDF manufacturing plants i.e. at Andhra Pradesh and Karnataka.
8.	Return on Equity (in %)	23.89	8.28	188.61	Profit after tax has been increased mainly due to the normalisation of operations of New MDF Plant at Andhra Pradesh, which has led to an increase in turnover & also due to an increase in turnover of current plant at Chikmagalur.
9.	Creditors' Turnover	5.94	6.83	(13.02)	-

HUMAN RESOURCE

At Rushil Decor, human resources are the Company's most valuable asset. The total permanent employees as of 31st March, 2023 was approximately 800. The Company understands that human rights are inherent, universal, indivisible and inter-dependent in nature. It promotes employee retention through constant trainings and team-building activities. The aim is to help employees balance their personal and professional lives. The Company further strives to provide a workplace environment that is safe, hygienic, and humane and upholds the dignity of the employees. The approach includes adherence to corporate business policies and compliance with applicable laws, human rights content of the Constitution of India, national laws, and policies.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

For the purpose of effective internal financial control, Rushil Decor has adopted various policies and procedures to ensure orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information. There has not been any significant change in such control systems. The control systems are reviewed by the Management regularly. The same are also reviewed by the Internal Auditors from time to time. Additionally, the Company has adopted various policies and procedures to safeguard its interests. These policies and procedures are reviewed from time to time. A proper reporting mechanism has been implemented in the organisation for reporting any deviation from the policies and procedures.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

ACCOUNTING TREATMENT

The financial statements were prepared as per the Indian Accounting Standards (Ind AS) and no treatment different from the Accounting Standards has been followed.

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report includes statements that pertain to the Company's objectives, projections, estimates, and expectations. It is important to note that these statements may be considered 'forward-looking' under applicable laws and regulations. It must be understood that the actual results may differ from what is either explicitly expressed or implied in these statements. Various factors can significantly impact the Company's performance, such as economic developments within the country, demand and supply conditions in the industry, changes in Government regulations, tax laws, as well as other factors including litigation and industrial relations.



CORPORATE GOVERNANCE REPORT

The Corporate Governance Report for Financial Year (“FY”) 2022-23, which forms part of Boards Report, prepared pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is about to keep great association with stakeholders, creation and support of trust with people associated with group be it shareholders, regulators, representatives, employees, suppliers, clients, financiers and the general public at large. We are firm in belief that corporate governance means commitment for the achievement of value based growth and meeting the commitment within the predefined time frame without compromising with ethical standard and set of paradigms. The Company is focused on straight forwardness in every one of its dealings and spots emphasis on respectability and administrative consistence.

The Board of Directors (“the Board”) are responsible for and committed to sound principles of Corporate Governance in the Company. There is a separation of the role of Chairman of the Board and the Chief Executive Officer a practice that has been in place for more than a decade in the Company. With the focus on the core corporate governance principles of accountability, transparency and integrity and adoption of suitable global, local and industry best practices, your Company is moving ahead in its pursuit of excellence in corporate governance.

Your company’s philosophy on Corporate Governance is embedded in its rich legacy of ethical governance practices, most of which were implemented before they were mandatorily prescribed. The Company operates within accepted standards of propriety, fair play, justice and aims at creating a culture of openness in relationships between itself and its stakeholders. Your Company ensures transparency in all its dealings and in the functioning of the management and the Board. It has set up a system which enables all its employees to voice their concerns openly and without any fear or inhibition. In quest for this goal, the policies of the Company are intended to reinforce the capacity of the Board of Directors to oversee the administration and to upgrade long haul shareholder esteem.

The Corporate Governance philosophy of your Company has been further strengthened with the

adoption of the Code of Conduct for Board of Directors and Senior Management personnel including Key Managerial Personnel. Your Company has also devised a Policy for inquiry in case of leak of Unpublished Price Sensitive Information and Whistle Blower Policy for Prevention of Insider Trading.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and relevant clauses of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as applicable, with regard to corporate governance.

The details about the Company’s board structure and the various committees that constitute the governance structure of the organisation are covered in detail in this report.

2. BOARD OF DIRECTORS

The Board of your company has an optimum combination of Executive Directors, Non-executive Independent Directors and Woman Director with conformity of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after known as “Listing Regulations”) as well as the Companies Act, 2013 read with rules framed thereunder, to maintain the independence of board and separate its functions of management and governance in transparent manner.

None of the Directors on the Board is a member of more than 10 (ten) Committees or Chairman of more than 5 (five) Committees (committees being Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the Listing Regulations) across all the Public Companies in which he/she is a Director. The necessary disclosures regarding their Committee positions have been made by all the Directors.

The Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014. And they are exempted or passed the qualification exam conducted by Indian Institute of Corporate Affairs as mandated under the said rule.

CORPORATE GOVERNANCE REPORT (CONTD.)**(a) Composition and Category of Directors:**

The composition of the Board of Directors of the Company as on 31st March, 2023 is as follows:

Sr. No.	Name of the Director	Category
1.	*Mr. Krupesh G. Thakkar	Executive Director/Promoter (Chairman & Managing Director)
2.	Mr. Rushil K. Thakkar	Executive Director/Promoter group (Whole Time Director)
3.	Mr. Ramanik T. Kansagara	Executive Director
4.	Mr. Shankar Prasad Bhagat	Non-Executive Independent Director
5.	**Mr. Kantilal A. Puj	Non-Executive Independent Director
6.	#Miss Shreya M. Shah	Non-Executive Independent Director /Woman Director

Notes:

*Mr. Krupesh G. Thakkar (DIN:01059666) was re-appointed as Chairman and Managing Director of the Company for the period of five years commencing from 1st September, 2022 to 31st August, 2027 by Shareholders in 28th Annual General Meeting of the Company held on 27th September, 2022.

** Mr. Kantilal A. Puj (DIN 09273355) was re-appointed as Independent Director for the term of five years with effect from 13th August, 2022 to 12th August, 2027 by the shareholder in 28th Annual General Meeting of the Company held on 27th September, 2022.

Miss Shreya M. Shah (DIN: 09726000) appointed as an additional Independent Director by the board of directors of the Company on 08th November, 2022 subject to the approval of shareholders in the General Meeting. Further the shareholders of the Company by passing a special resolution through Postal Ballot Notice dated 29th November, 2022 have approved and regularised her appointment as an Independent Director of the Company w.e.f. 05th January, 2023.

As per the declarations received from the Directors, none of the Director is disqualified under Section 164 of the Companies Act, 2013.

(b) Details of attendance of each Director at Board Meetings and at the last year's Annual General Meeting is as follows:

The attendance by the board of directors at the board meetings and at the last Annual General Meeting is as follows:

Sr. No.	Name of the Director	No. of Board meetings attended		Attendance at last AGM held on 27.09.2022
		Held	Attended	
1.	Mr. Krupesh G. Thakkar	5	5	Yes
2.	Mr. Ramanik T. Kansagara	5	5	Yes
3.	Mr. Rushil K. Thakkar	5	5	Yes
4.	Mr. Shankar Prasad Bhagat	5	5	Yes
5.	Ms. Archee D. Thakkar*	5	2	NA
6.	Mr. Kantilal A. Puj	5	4	Yes
7.	Miss Shreya M. Shah**	5	1	NA

*Ms. Archee D. Thakkar resigned from the post of Independent Director of the Company w.e.f. 27.08.2022.

**Attendance of Miss Shreya M. Shah at meeting of board of directors is mentioned w.e.f. 08.11.2022.



CORPORATE GOVERNANCE REPORT (CONTD.)

- (c) **The number of other boards or committee in which director is a chairman or member including names of the listed companies where the directors are holding directorship with category of directorship as on 31.03.2023 is as follow:**

Sr. No.	Name of the Director	Category of Directorship in other Listed Companies	Directorship in Listed Company other than this Company		Number of Committee position held in other Public Companies		Name of listed company other than this Company
			As Chairman	As Board Member	As Chairman	As Committee Member	
1	Mr. Krupesh G. Thakkar	---	---	---	---	---	---
2	Mr. Rushil K. Thakkar	---	---	---	---	---	---
3	Mr. Ramanik T. Kansagara	---	---	---	---	---	---
4	Miss Shreya M. Shah	---	---	---	---	---	---
5	Mr. Shankar Prasad Bhagat	Independent Director	--	1	1	1	Minal Industries Limited
6	Mr. Kantilal A. Puj	---	---	---	---	---	---

Other directorships do not include all other Companies i.e. Directorships of private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 (“the Act”). For the purpose of determination of limit of the Board Committees, Chairmanship and Membership of the Audit Committee and Stakeholders’ Relationship Committee has been considered as per Regulation 26(1)(b) of the Listing Regulations.

- (d) **Number of board meetings and dates on which held**

The Board meets at least once in every quarter to review the Company’s operations and financial performance. The Board met 5 (Five) times during the Financial Year 2022-23 and the time gap between two meetings was not more than 120 days. **The Board Meetings were held on, (i) 24.05.2022 (ii) 13.06.2022 (iii) 06.08.2022 (iv) 08.11.2022 (v) 12.02.2023.** The necessary quorum was present in all the meetings.

- (e) **Disclosure of Relationship between Directors Inter-se**

Mr. Krupesh G. Thakkar and Mr. Rushil K. Thakkar are related to each other and having inter-se relationship. Except this no other Directors are having inter-se relationship.

- (f) **Number of shares and convertible instruments held by non-executive Directors**

None of the Non-Executive Directors of the Company is holding shares or convertible instruments in the Company.

- (g) **Familiarisation Programmes and web link where details of Familiarisation Programmes imparted to Independent Directors is disclosed**

In Compliance with Regulation 25(7) of the Listing Regulations, your Company has put the structure of Familiarisation Programme for all its Independent Directors, to inform about a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company etc. Periodic presentations are made to the Board on business and performance of the Company.

The details of such familiarisation programmes for Independent Directors of the Company are posted on the website of the Company and it can be access by this link: https://rushil.com/admin/uploads/7/10/Familiarization-Programmes-for-Independent-Directors_1.pdf

- (h) **Chart/Matrix relating to skills /expertise /competence of the Board of Directors**

Rushil Decor Limited’s Board is a skill-based board comprising of Directors who collectively have the skills,

CORPORATE GOVERNANCE REPORT (CONTD.)

knowledge and experience to effectively govern and direct the organisation.

The Board of Directors have identified the below mentioned core skills / expertise / competencies in the context of the business and the sector in which the Company is operating, for the Company to function effectively:

- Knowledge and/or expertise in one or more of areas like manufacturing, accounts, finance, taxation, marketing, business and management.
- This criteria is designed to ensure the Board consists of individuals with a balance of skills to oversee the organisation, achieve the strategic goals and direct the organisation's future.

The above core skills / expertise / competencies identified by the Company are also actually available with the Board as under:

Sr. No.	Name of the Director	Skills actually available with the Director
1.	Mr. Krupesh G. Thakkar	Visionary Leadership, Policy Development, Stakeholder Relationship, Business Strategies
2.	Mr. Rushil K. Thakkar	Business Management, Marketing, Project Development and Implementation, Policy Development, Stakeholder Relationship, Business Strategies
3.	Mr. Ramanik T. Kansagra	Understanding of Industry
4.	Mr. Shankar Prasad Bhagat	Finance and Accountancy
5.	Miss Shreya M. Shah	Sound Knowledge of Corporate Law and Legal Matters
6.	Mr. Kantilal A. Puj	Expert in Corporate Law, Taxation and Legal matters

(i) Confirmation of independence

The Board confirms that all the Independent Directors fulfill the conditions specified in listing regulations and that they are Independent of the management.

(j) Reason for resignation of Independent Director who resigns before the expiry of the term

During the Financial year 2022-23, Ms. Archee D. Thakkar (DIN: 08603730) Independent Director of the Company has resigned w.e.f. 27th August, 2022 before expiry of her tenure due to shifting abroad for further studies and there is no other material reasons other than those disclosed in her resignation letter.

(k) Code of Conduct

Your Company has framed Code of Conduct for Board of Directors and Senior Management of the Company which is available on the Company's website at https://rushil.com/admin/uploads/investors_pdf/codes_policies/or-management-under-Regulation-17-of-the-SEBI-LODR-Regulation-2015.pdf which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("Act") as well as listing regulations and senior management to provide guidance and help in recognising and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help promote a culture of honesty.

In respect of Financial Year 2022-23, all Board members and Senior Management Personnel of the Company have affirmed compliance with the code as applicable to them and a declaration to this effect signed by the CEO is attached as Annexure – B at the end of Corporate Governance Report.

(l) Information supplied to the Board of Directors

During the financial year 2022-23, all necessary information, as required under the applicable provisions of the Act, Listing Regulations and other applicable laws and rules were placed and discussed at the Board Meetings. Further, the dates of Board and Committee Meetings were communicated to the Directors and Committee members respectively well in advance in compliance with various provisions of the law. Members were given agenda in detail along with necessary documents and information in advance of each meeting of the Board and Committee(s) by e-mail /physical as well as in meeting itself also except price sensitive information which was available in meeting only.



CORPORATE GOVERNANCE REPORT (CONTD.)

The Board periodically reviews compliance reports with respect to laws and regulations applicable to the Company. The Board has made available complete information as enumerated in Part A of Schedule II of the Listing Regulations as well as other information as required by them. The Board members may bring up any matter for consideration of the Board, in consultation with the Chairman. The meetings of the Board and Committees are generally held at corporate office of the Company.

(m) Independent Directors

Your Company is in compliance with the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and the Listing Regulations. Mr. Shankar Prasad Bhagat, Mr. Kantilal A. Puj and Miss Shreya M. Shah are the Independent Directors of the Company and they are not liable to retire by rotation.

Further the Independent Directors have confirmed that they are not crossing limit of Chairmanship or membership holding in Audit Committee and Stakeholders' Relationship Committee of other Companies as mentioned in Regulation 26(1) of the Listing Regulations.

None of the Independent Directors of your Company serve as Independent Directors in more than 7 listed entities and in case they are whole-time directors or managing director in any listed entity, then he/she does not serve as an Independent Director in more than 3 listed entities as per Regulation 17A of the Listing Regulations.

(n) Formal letter of appointment to Independent Directors

The Company has issued formal letter of appointment to all the Independent Directors on their appointment explaining inter-alia, their roles, responsibilities, code of conduct, functions and duties as directors of the Company. The terms and conditions of appointment of independent directors have been hosted on the website

of the Company and can be accessed at <https://rushil.com/admin/uploads/7/10/Terms-and-Conditions-for-Appointment-of-Independent-Director.pdf>

(o) Separate Meeting of Independent Directors

Pursuant to provision of Schedule IV of the Companies Act, 2013 read with Regulation 25(3) of the Listing Regulations, a separate meeting of Independent Directors was held on 16.02.2023 inter alia, for the following purposes:

- a. review of the performance of non-independent directors and the board as a whole.
- b. review of the performance of the chairperson, Mr. Krupesh G. Thakkar by taking into account the views of all the executive directors and non-executive directors.
- c. review and assess of the quality, quantity and timeliness of flow of information between the Company management and the board of director that is necessary for the board to effectively and reasonably perform their duties.

All the Independent Directors were present in the meeting held on 16.02.2023.

(p) Non-executive Directors compensation and disclosures

Your Company has not paid any fees / compensation to independent directors except sitting fees which are within the limit as specified under the Companies Act, 2013 read with Rules framed there under for board meetings and committee meetings attended by them. There was no pecuniary relationship or transactions of Non-executive directors vis-à-vis the Company.

BOARD COMMITTEES

In Compliance with the various provision of the Companies Act, 2013 read with Rules framed thereunder, the Listing Regulations and other applicable law, your Company has constituted, (1) Audit Committee (2) Nomination and

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Remuneration Committee (3) Stakeholders Relationship Committee (4) Corporate Social Responsibility Committee (5) Risk Management Committee and other non-mandatory Committees.

The minutes of Committee meetings are tabled at the next Board meeting for their review, consideration, noting and doing needful. The minutes of the proceedings of the Committee Meetings are captured in the same manner as the Board Meetings and in accordance with the provisions of the Companies Act, 2013 read with rules framed thereunder and as per Secretarial Standard - 1.

3. AUDIT COMMITTEE

(a) Brief description of terms of references:

Your company has constituted a qualified and independent Audit Committee in line with provisions of Section 177 of the Companies Act, 2013 read with rules framed thereunder and Regulation 18 of the Listing Regulations. As on 31st March, 2023, Audit Committee comprises four members out of which three are Non-Executive Independent Director and one is Executive Director. The Audit Committee Meetings were attended by Statutory Auditor, Chief Executive officer and Chief Financial Officer of the Company. The minutes of the meetings of the Committee were placed before the Board for noting. Mr. Hasmukh K. Modi, Company Secretary & Compliance Officer, functions as Secretary to the Committee.

Role and Term of reference:

The Role and terms of reference of the Audit Committee are in compliance with the provision of Section 177 of the Companies Act, 2013 read with the Rules framed there under and Listing Regulations.

The brief description of role and terms of reference of Audit Committee is as under:

1. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company.

3. approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
 - b) changes, if any, in accounting policies and practices and reasons for the same.
 - c) major accounting entries involving estimates based on the exercise of judgment by management.
 - d) significant adjustments made in the financial statements arising out of audit findings.
 - e) compliance with listing and other legal requirements relating to financial statements.
 - f) disclosure of any related party transactions.
 - g) modified opinion(s) in the draft audit report.
5. reviewing, with the management, the quarterly, half yearly, nine monthly financial statements before submission to the board for approval.
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.

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7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
8. approval or any subsequent modification of transactions of the Company with related parties.
9. scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, whenever it is necessary.
11. evaluation of internal financial controls and risk management systems.
12. reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. discussion with internal auditors of any significant findings and follow up there on.
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. to review the functioning of the whistle blower mechanism.
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
20. The audit committee is mandatorily reviewing the following information:
 - 1) management discussion and analysis of financial condition and results of operations.
 - 2) management letters / letters of internal control weaknesses issued by the statutory auditors.
 - 3) internal audit reports relating to internal control weaknesses.
 - 4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - 5) statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
21. Reviewing and considering the following w.r.t. appointment of auditors before recommending to the Board:
 - a. qualifications and experience of the individual/firm proposed to be considered for appointment as auditor.
 - b. whether such qualifications and experience are commensurate with the size and requirements of the Company.
 - c. giving due regard to any order or pending proceeding relating to professional matters of conduct against the proposed auditor before the Institute of Chartered Accountants of India or any competent authority or any Court.
22. Review and comment upon the report made by the statutory auditors (before submission to the Central Government) with regard to any offence involving fraud committed

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- against the Company by its officers/ employees.
23. Recommending to the Board of Directors, the appointment, remuneration and terms of appointment of Cost Auditor for the Company.
 24. Review the cost audit report submitted by the cost auditor on audit of cost records before submission to the Board for approval.
 25. Appointing registered valuers and defining the terms and conditions for conducting the valuation of assets/networth/ liabilities of the Company. Reviewing the valuation report and follow-up thereon.
 26. Review and approve policy formulated for determination of material subsidiaries.
 27. Review and approve policy on materiality of related party transactions and also dealing with related party transactions.
 28. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
 29. Carrying out any other function as may be statutorily required to be carried out by the Audit Committee.
 30. Carrying out any other function as may be referred to the Committee by the Board.

(b) Composition of the Committee, Name of Chairperson & Members and Attendance at the Meetings:

The Audit Committee met 4 (Four) times during the Financial Year 2022-23 and the time gap between two meetings was not more than 120 days. The Meetings were held on (i) 24.05.2022 (ii) 06.08.2022 (iii) 08.11.2022 (iv) 12.02.2023

The Audit Committee was re-constituted on 8th November, 2022.

Name of the Director	Designation	Nature of Directorship	Audit Committee Meeting details	
			Held	Attended
Mr. Shankar Prasad Bhagat	Chairman	Non-Executive/ Independent Director	4	4
Ms. Archee D. Thakkar*	Member	Non-Executive/ Independent Director	4	2
Mr. Kantilal A. Puj	Member	Non-Executive/ Independent Director	4	4
Mr. Ramanik T. Kansagara	Member	Executive Director	4	4
Miss Shreya M. Shah**	Member	Non-Executive/ Independent Director	4	1

*Ms. Archee D. Thakkar resigned from the post of Independent Director of the Company w.e.f. 27.08.2022.

**Attendance of Miss Shreya M. Shah at the meeting of Audit Committee is w.e.f. 08.11.2022.

All the members of the committee are well-versed in matters relating to finance, accounts and general management practices. Mr. Shankar Prasad Bhagat, Chairman of the Audit Committee is a Chartered Accountant and he was present at the Annual General Meeting of the Company held on Tuesday, 27th September, 2022. The CEO, CFO, and the Statutory Auditor of the Company regularly attend the meeting of the Audit Committee as permanent invitees. Other invitees are invited on need basis to brief the Audit Committee on important matters as may be deemed fit by the Audit Committee.



CORPORATE GOVERNANCE REPORT (CONTD.)

4. NOMINATION AND REMUNERATION COMMITTEE:

(a) Brief description of terms of reference:

Your Company has framed qualified Nomination and Remuneration Committee as per the requirements of Section 178 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 19 of the Listing Regulations.

The Nomination and Remuneration Committee, as on 31st March, 2023, comprises 4 (Four) directors out of which 3 (Three) are Non-Executive-Independent Directors and one is Chairman of the Company. Mr. Hasmukh K. Modi, Company Secretary acts as a secretary of the Committee.

Terms of reference

The terms of reference of the Nomination and Remuneration Committee inter alia, includes the following:

1. To formulate and review the criteria for determining qualifications, positive attributes and independence of a director.
2. To recommend to the Board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees and to ensure compliance with the remuneration policy set forth by the Company.
3. To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors.
4. To devise a policy on Board diversity.
5. To report on the systems and on the amount of the annual remuneration of directors and senior management.
6. To identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
7. To recommend to the board, all remuneration, in whatever form, payable to senior management.
8. To decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors and recommend to the board.
9. To specify the manner for effective evaluation of performance of Board, its committees and individual directors and review its implementation and compliance.
10. To carry out such other works as may be defined by the board of directors under the framework of Listing Regulations and Companies Act, 2013, as amended from time to time.

(b) Composition of the Committee, Name of Chairperson & Members and attendance at the meetings:

The Nomination and Remuneration Committee met 2 (two) times during the Financial Year 2022-23. The Meetings were held on 06.08.2022 and 08.11.2022.

Mr. Shankar Prasad Bhagat, Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held on Tuesday, 27th September, 2022.

The Nomination and Remuneration Committee was re-constituted on 8th November, 2022.

The details of the composition of the Committee, Name of chairperson & Members and attendance at the meetings during the financial year 2022-23 are as under:

Name of the Director	Designation	Nature of Directorship	Audit Committee Meeting details	
			Held	Attended
Mr. Shankar Prasad Bhagat	Chairman	Non-Executive/ Independent Director	2	2
Ms. Archee D. Thakkar*	Member	Non-Executive/ Independent Director	2	1

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Name of the Director	Designation	Nature of Directorship	Audit Committee Meeting details	
			Held	Attended
Mr. Kantilal A. Puj	Member	Non-Executive/ Independent Director	2	2
Miss Shreya M. Shah**	Member	Non-Executive/ Independent Director	2	0
Mr. Krupesh G. Thakkar	Member	Executive Director	2	2

*Ms. Archee D. Thakkar resigned from the post of Independent Director of the Company w.e.f. 27.08.2022.

**Attendance of Miss Shreya M. Shah at the meeting of Nomination and Remuneration Committee is w.e.f. 08.11.2022.

(c) Performance Evaluation Criteria for Independent Directors:

As per the Nomination and Remuneration Policy of the Company, the performance evaluation of independent directors is carried out on the basis of prescribed criteria including participation and contribution by every director in the meeting, commitment, effective deployment of knowledge and expertise, effective management relationship with stakeholders, integrity and maintenance of confidentiality, Professional Conduct and Independence, willingness to devote sufficient time to carry out the duties and responsibilities effectively including attendance at meetings, act in the best interest of minority shareholders of the Company etc.

(d) Nomination and Remuneration Policy of the Company:

The Nomination and Remuneration Policy formulated and recommended by the Nomination and Remuneration Committee is duly approved by the Board of Directors of the Company. The Nomination and Remuneration Committee has formulated the criteria for appointment and remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 read with Part D of Listing Regulations. The remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of your Company.

The Nomination and Remuneration policy is applicable to all the Directors, Key Managerial

Personnel and Senior Management Personnel of the Company.

The Policy provides guidance on:

- (1) Selection and Nomination of Directors to the Board of the Company.
- (2) Appointment of the Senior Management Personnel of the Company.; and
- (3) Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel.

The said policy is available on the website of the Company under the web link: https://rushil.com/admin/uploads/7/10/Remuneration-Policy-of-RDL_1.pdf

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

In compliance with provisions of Section 178(5) of the Companies Act, 2013 read with Rules framed thereunder and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has duly constituted Stakeholders Relationship Committee.

As per Regulation 20(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, following are the role of the Stakeholders' Relationship Committee specified under Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. To consider and resolve the grievances of shareholders and other security holders, if any, including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends, general meetings etc.



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2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
5. To oversees the performance of the Registrar & Transfer Agent and recommends measures for overall improvement in the quality of investor services.
6. Issue of new/ duplicate/ split/ consolidated certificate.
7. To review cases for transfer / transmission of shares, debentures and other securities.
8. To make reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances.
9. Review of movements in shareholding and ownership structures of the Company.
10. Conduct a shareholder satisfaction survey to judge the level of satisfaction amongst shareholders. Suggest and drive implementation of various investor-friendly initiatives.
11. Any other roles, powers and functions as mentioned in the Companies Act, 2013 read with Rules framed thereunder and the SEBI (LODR) Regulations, 2015.

(a) Name of the Non-Executive Director heading the Committee and composition & attendance:

Mr. Shankar Prasad Bhagat, Non-Executive Independent Director is the Chairman of the Stakeholders' Relationship Committee of the Company.

(b) The meeting of the Stakeholders Relationship Committee was held on 16th February, 2023.

Name of the Director	Designation	Nature of Directorship	Audit Committee Meeting details	
			Held	Attended
Mr. Shankar Prasad Bhagat	Chairman	Non-Executive Independent Director	1	1
Mr. Krupesh G. Thakkar	Member	Executive Director	1	1
Mr. Rushil K. Thakkar	Member	Executive Director	1	1

(c) Name and designation of Compliance Officer:

Mr. Hasmukh K. Modi, Company Secretary is the Compliance Officer for complying with the requirements of Securities laws and the Listing Regulations.

(d) Number of shareholders complaints received during the financial year, number of Complaints not solved to the satisfaction of shareholders and number of pending complaints:

During the Financial Year 2022-23, no complaints were received from the Shareholders.

However, during the financial year 2022-23, 1 (One) complaint was resolved which was pending of earlier financial year.

5A. RISK MANAGEMENT COMMITTEE

The Company has complied with requirements of Regulation 21 of the Listing Regulations and the Act, applicable in relation to composition of the Risk Management Committee.

Composition, Meetings and attendance during the year

The Risk Management Committee met 3 (Three) times during the Financial Year 2022-23. The Meetings were held on 24.05.2022, 08.11.2022 and 16.02.2023.

The Risk Management Committee was re-constituted on 8th November, 2022.

CORPORATE GOVERNANCE REPORT (CONTD.)

The composition of the Risk Management Committee as on 31st March, 2023 and the details of members' participation at the respective meetings of the Committee are as under:

Name of the Director	Designation	Nature of Directorship	Audit Committee Meeting details	
			Held	Attended
Mr. Krupesh G. Thakkar	Chairperson	Executive Director	3	3
Mr. Ramanik T. Kansagara	Member	Executive Director	3	3
Ms. Archee D. Thakkar*	Member	Non-Executive Independent Director	3	1
Miss Shreya M. Shah**	Member	Non-Executive Independent Director	3	1

*Ms. Archee D. Thakkar resigned from the post of Independent Director of the Company w.e.f. 27.08.2022.

**Attendance of Miss Shreya M. Shah at the meeting of Risk Management Committee is w.e.f. 08.11.2022.

- Terms of reference
The terms of reference of the Risk Management Committee are as under:
The role of the committee shall, inter alia, include the following:
 1. To formulate a detailed risk management policy which shall include:
 2. To oversee the Cyber Security of the Company.
 3. To Monitor and review of the risk management plan.
 4. To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
 5. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
 6. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
 7. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
 8. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken in the meeting.
 9. Review of appointment, removal and terms of remuneration of the Chief Risk Officer of the Company.
 10. Such other Roles and Responsibility as may be from time to time prescribed by the Board of Directors.

* **OTHER BOARD COMMITTEES**

The Board has constituted following other Board Committees besides the Committees mentioned above:

1. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

• **Composition and Meeting**

The Company has constituted Corporate Social Responsibility (CSR) Committee in compliance with the provision of Section 135 of the Companies Act, 2013 read with Rules framed thereunder.

The CSR Committee met 2 (Two) times during the Financial Year 2022-23 on 06.08.2022 and 12.02.2023

CORPORATE GOVERNANCE REPORT (CONTD.)

The composition of the CSR Committee as on 31st March, 2023 and the details of members' participation at the respective meetings of the Committee are as under:

Name of the Director	Designation	Nature of Directorship	Audit Committee Meeting details	
			Held	Attended
Mr. Krupesh G. Thakkar	Chairman	Executive Director	2	2
Mr. Rushil K. Thakkar	Member	Executive Director	2	2
Mr. Shankar Prasad Bhagat	Member	Non-Executive/ Independent Director	2	2

- **Terms of reference**

The terms of reference of the CSR Committee are as under:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- To Review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company.
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.
- Adhere to Section 135 of the Companies Act, 2013 & Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force).

- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time

6. REMUNERATION TO DIRECTORS

(a) All pecuniary relationship or transactions with Non-executive directors vis-à-vis the Company:

There was not any pecuniary relationship or transactions with Non-executive directors vis-à-vis the Company during the year under review apart from payment of sitting fees for attending meetings.

(b) Criteria for Making payment to non-executive directors:

Criteria for making payment to non-executive director is available on the website of Company at the following web link:

https://rushil.com/admin/uploads/investors_pdf/codes_policies/criteria-of-making-payments-to-non-executive-directors.pdf

(c) Disclosure with respect to remuneration:

The details of remuneration and sitting fees paid to the directors during the financial year 2022-23 are as under:

Name	Salary, Perquisites and Allowances	Sitting Fess	(Amount in ₹)
			Total
Mr. Krupesh G. Thakkar	1,20,00,698	--	1,20,00,698
Mr. Rushil K. Thakkar	96,00,010	--	96,00,010
Mr. Ramanik T. Kansagara	30,03,409	--	30,03,409
Mr. Shankar Prasad Bhagat	---	1,20,000	1,20,000
Ms. Archee D. Thakkar*	---	48,000	48,000
Mr. Kantilal A. Puj	---	88,000	88,000
Miss Shreya M. Shah#	---	32,000	32,000

CORPORATE GOVERNANCE REPORT (CONTD.)

*Sitting fees paid to Ms. Archee D. Thakkar is upto the meeting attended by her till 27.08.2022 as she ceased to be an Independent Director w.e.f. 27.08.2022.

#Sitting fees paid to Miss Shreya M. Shah is for the meetings attended by her w.e.f. 08.11.2022 to 31.03.2023 as she is appointed on board w.e.f. 08.11.2022.

Your Company is not paying anything to non-executive director except sitting fees for board meetings and committee meetings attended by them.

Directors are receiving only the fixed component of remuneration. They are not receiving any performance linked incentives.

During the financial year 2022-23, the Company does not have any stock option scheme for its Directors or employees. Moreover, there is no separate provision for payment of severance fees to the Directors.

7. GENERAL BODY MEETINGS

- (a) Location and time of last three Annual General Meetings (AGMs) held and special resolutions passed in the previous 3 AGMs:

Financial ended	year	Day/Date of AGM	Time	Location	No. of Special Resolution passed
31.03.2022		Tuesday, 27 th September, 2022	11:15 AM	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	2 (Two) (See Note: 1)
31.03.2021		Monday, 27 September, 2021	11:15 AM	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	-
31.03.2020		Friday, 18 th December, 2020	11:15 AM	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	--

Note:

1. In the Annual General Meeting held on 27.09.2022 , 2(Two) Special Resolutions were passed which are as follow:

1. Re-appointment of Mr. Krupesh G. Thakkar (DIN: 01059666) as Chairman and Managing Director of the Company for another term of five years.
2. Re-appointment of Mr. Kantilal A. Puj (DIN: 09273355) as an Independent Director of the Company for a second term of five years.

- (b) Details of special resolution passed last year through postal ballot and details of voting pattern:

The Company had sought approval of the shareholders by way of special resolution through notice of postal ballot dated 29th November, 2022. The details of the same are as follows:

Resolution Title: Appointment of Miss Shreya M. Shah (DIN: 09726000) as an Independent Director of the Company.

The following is the summary result of Postal Ballot as well as E-Voting during the year:

Particulars	Date
Date of Postal Ballot Notice	29 th November, 2022
Voting Period	07 th December, 2022 to 05 th January, 2023
Date of Passing of Resolution	05 th January, 2023
Date of Declaration of Result	06 th January, 2023



CORPORATE GOVERNANCE REPORT (CONTD.)

The details of the voting results are as follows:

S r . No.	Particulars	% of Votes Cast In Favour	% of Votes Cast Against
1	Appointment of Miss Shreya M. Shah (DIN: 09726000) as an Independent Director of the Company	99.99	0.01

(c) Person who conducted the Postal Ballot exercise:

M/S. SPANJ & ASSOCIATES, Practicing Company Secretaries was appointed as the scrutiniser to scrutinise the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner.

(d) Whether any special resolution is proposed to be conducted through postal ballot:

No Special Resolution is proposed to be conducted through postal ballot as on the date of this report.

(e) Procedure for Postal Ballot:

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and General Circular nos. 14/2020, 17/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated 08th April 2020, 13th April 2020, 13th January 2021, 14th December 2021, 05th May 2022 and 28th December 2022 respectively issued by MCA from time to time.

8. MEANS OF COMMUNICATION

(a)	Quarterly Results	The quarterly results are published in the newspapers and displayed on the Company's website at www.rushil.com and websites of the Stock Exchanges of BSE and NSE where the shares of the Company are listed
(b)	Newspapers wherein results normally published	The Quarterly and Half Yearly Financial Results are generally published in Business Standard in English language & Jay Hind in Gujarati language.
(c)	Company's website, where displayed	The separate section named " INVESTOR RELATIONSHIP " in the Company's website at www.rushil.com is displaying required information in respect of interest of various stakeholders. The Annual Report for this financial year 2022-2023 as well as Quarterly / Half Yearly Financial Results of the Company is also available therein.
(d)	Whether it also displays official news releases;	The Company's official news releases, if any are also available on the Company's website at www.rushil.com .
(e)	The presentations made to institutional investors or to analysts	The presentations made to institutional investors or analysts is available at: https://rushil.com/investor_relationship.php#InvestorPresentation

9. GENERAL SHAREHOLDER INFORMATION

(a)	29th AGM: Day and Date	Monday, 25 th day of September, 2023
	Time	11:15 A.M.
	Venue	The Company is conducting meeting through Video Conferencing/Other Audio/Visual Means Pursuant to the General Circular No. 14/2020 dated 8 th April, 2020, Circular No. 17/2020 dated 13 th April, 2020 and Circular No. 20/2020 dated 5 th May, 2020 and Circular No. 02/2021 dated 13 th January, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated 5 th May 2022 and latest being 10/2022 dated December 28, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15 th January, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 th May, 2022 and SEBI/HO/CRD/PoD- 2/P/CIR/2023/4 dated 5 th January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular"), companies are allowed to hold Annual General Meeting through VC/OAVM, without the physical presence of Members at a common venue. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM.

CORPORATE GOVERNANCE REPORT (CONTD.)

(b) Financial Year	Financial Year of the Company is from 01 st April to 31 st March and financial results will be declared for the financial year 2023-24 as per the following schedule:		
	Particulars	:	Tentative and subject to Change
	Quarterly Unaudited Financial Results		
	Quarter ending 30 th June, 2023	:	On or before 14 th August, 2023
	Quarter ending 30 th September, 2023	:	On or before 14 th November, 2023
	Quarter ending 31 st December, 2023	:	On or before 14 th February, 2024
	Fourth Quarter and Financial Year ending on 31 st March, 2024	:	On or before 30 th May, 2024
Date of Book Closure for AGM and final Dividend	Saturday, 16th day of September, 2023 to Monday, 25th day of September, 2023 (both days inclusive)		
(c) Dividend Payment Date	Your Board has recommended a Final Dividend of ₹ 0.50 per share (5%) on equity share of the face value of ₹ 10/- per share. This is subject to approval by shareholders at the ensuing Annual General Meeting. Final Dividend on equity shares as recommended by the Directors for the year ended 31 st March, 2023, when approved at the Annual General Meeting, will be paid after the date of ensuing AGM but within the statutory time limit of 30 days from the date of declaration in the AGM.		
Dividend Transfer to IEPF	During the financial year the Company had not transferred any dividend amount to IEPF. However, during the year, the Company has transferred ₹ 101 to IEPF Authority pertains to the shares already transferred to IEPF Account.		
Shares transferred to IEPF	During the financial year, the Company had not transferred any shares to IEPF.		
(d) Name and address of stock exchanges at which the Company's Equity shares are listed & details of annual listing fee paid	(i) BSE Limited (BSE), Corporate office: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 and		
	(ii) National Stock Exchange of India Limited (NSE), Corporate office: Exchange Plaza, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Annual Listing Fees for the year 2022-23 and 2023-24 have been paid by the Company to BSE and NSE.		
Demat ISIN Number in NSDL & CDSL	INE573K01017		
(e) Stock Code/Symbol	BSE Equity Scrip Code: 533470		
	NSE Equity Symbol: RUSHIL		

(f) **Market Price Data high and low during each month in last financial year:**

The monthly high and low prices of the Company's shares at BSE and NSE for the year ended 31st March, 2023 are as under:

Month	BSE Limited (in ₹)		National Stock Exchange of India Limited (in ₹)	
	High	Low	High	Low
April-22	600.45	488.00	601.65	490.05
May-22	519.90	389.15	518.00	388.45
June-22	460.00	349.05	459.90	348.05
July-22	474.00	388.40	473.80	388.05
August-22	660.00	439.10	660.95	445.00
September-22	675.00	512.50	675.40	510.85
October-22	551.40	404.30	551.70	403.00
November-22	464.95	372.55	474.30	371.65
December-22	484.45	376.00	483.10	390.40
January-23	449.10	367.50	449.90	366.50
February-23	384.25	310.00	378.00	312.00
March-23	355.90	228.15	355.40	230.15



CORPORATE GOVERNANCE REPORT (CONTD.)

(g) Performance in comparison to board-based indices such as BSE Sensex:

The monthly high and low prices of the Company's shares at BSE along with BSE Sensex monthly closing for the year ended 31st March, 2023 are as under:

Month	RDL closing price at BSE (in ₹)		BSE SENSEX	
	High	Low	High	Low
April-22	600.45	488.00	60,845.10	56,009.07
May-22	519.90	389.15	57,184.21	52,632.48
June-22	460.00	349.05	56,432.65	50,921.22
July-22	474.00	388.40	57,619.27	52,094.25
August-22	660.00	439.10	60,411.20	57,367.47
September-22	675.00	512.50	60,676.12	56,147.23
October-22	551.40	404.30	60,786.70	56,683.40
November-22	464.95	372.55	63,303.01	60,425.47
December-22	484.45	376.00	63,583.07	59,754.10
January-23	449.10	367.50	61,343.96	58,699.20
February-23	384.25	310.00	61,682.25	58,795.97
March-23	355.90	228.15	60,498.48	57,084.91

**(h) In case the securities are suspended from trading, the Directors Report shall explain the reason thereof:
Not Applicable**

(i) Registrar to an issue and share transfer agents:

Share Registrar and Transfer Agent:

Bigshare Services Private Limited

Address:,

Pinnacle Business Park, Office No S6-2, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai-400093

Tel No.: 022-62638200

Email: investor@bigshareonline.com

Website: www.bigshareonline.com

(j) Share Transfer System:

Trading in equity shares of the Company through recognised Stock Exchanges can be done only in dematerialised form. All equity shares except 5 (Five) equity shares of the Company are in electronic form. For transfer of physical shares, powers to approve share transfers and related requests have been delegated by Stakeholders Relationship Committee to concerned department of the Company for expeditious disposal of shareholders requests and complaints. It is a system that Share transfers / transmission, if any, is taken up for approval and the transferred security is to be dispatched to the transferees within the stipulated time. Detail of transfers / transmission approved by the delegates, if any is to be taken for noting by the Stakeholders Relationship Committee at its next meeting.

(k) Distribution of Shareholding as on 31st March, 2023:

Distribution of shareholding of fully paid up equity shares of face value of ₹ 10/- each, as on 31st March, 2023.

No. of Shares	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Shareholding
01 to 500	14102	90.69	1179884	5.93
501 to 1000	701	4.51	537961	2.70
1001 to 2000	353	2.27	516173	2.59
2001 to 3000	129	0.83	323843	1.63
3001 to 4000	68	0.44	242596	1.22
4001 to 5000	34	0.22	157203	0.79
5001 & 10000	66	0.42	457718	2.30
10001 & above	97	0.62	16490883	82.84
Total	15550	100.00	19906261	100.00

CORPORATE GOVERNANCE REPORT (CONTD.)**(l) Pattern of Shareholding as on 31st March, 2023:**

Sr. No.	Category	No. of Shares held	% of total No. of shares
1	Promoters & Promoter Group	1,09,54,561	55.03%
	Total (1)	1,09,54,561	55.03%
2	Public Shareholding:		
i	Foreign Portfolio Investors	2,89,726	1.46%
ii	Central Government/ State Government(s) /President of India	--	--
iii	Financial Institution /Banks	--	--
iv	Key Managerial Personnel	2	0.00%
v	Investor Education and Protection Fund (IEPF)	202	0.00%
vi	Individuals - i. Individual shareholders holding nominal share capital up to ` 2 lakhs.	32,75,889	16.46%
vii	Individuals - ii. Individual shareholders holding nominal share capital in excess of ` 2 lakhs.	29,69,113	14.92%
viii	Non-resident Indians	5,62,209	2.82%
ix	Bodies Corporate	13,62,900	6.85%
x	Partnership firm	1,23,279	0.62%
xi	Hindu Undivided Family	3,04,060	1.53%
xii	Clearing Member	63,320	0.32%
	Total (2)	89,50,700	44.97%
3	Non Promoter-Non Public shareholder:	1,000	0.00%
	Total (3)	1,000	0.00%
	Grand Total (1+2+3)	1,99,06,261	100.00%

(m) Dematerialisation of shares and Liquidity:

Equity shares of the Company can be traded in dematerialised form only. The Company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through its Registrars & Share Transfer Agents (RTA) Bigshare Services Private Limited.

As per the Reconciliation Share Capital Audit Report Certificate of 31.03.2023 issued by the Practicing Company Secretary under Regulation 76 of the SEBI (Depository and Participants) Regulations, 2018, Break up of fully paid-up shares in physical and demat form as on 31st March, 2023 is as follow:

Sr. No.	Particulars	No. of Shares	% of Shares
1	Demat Segment:		
	NSDL	1,30,06,527	65.34
	CDSL	68,99,729	34.66
2.	Physical:	5	00.00
	Total:	1,99,06,261	100.00

During the year, the Company has forfeited 2182 partly paid up rights equity shares on which shareholders failed to pay their outstanding call monies despite several reminders.

(n) Outstanding GDR's / ADR's / Warrants or any Convertible Instruments, conversion date and likely impact on equity: NIL**(o) Commodity price risk or foreign exchange risk and hedging activities:**

In order to manage the Company's Foreign Exchange exposure towards exports, imports and foreign currency liabilities, the board in every quarter discusses about the foreign exchange exposure and takes appropriate actions to control the Foreign Exchange Risk. For managing the foreign exchange risk, the Company hedges



CORPORATE GOVERNANCE REPORT (CONTD.)

on regular basis the net outstanding of foreign currency exposures to mitigate the foreign currency risk. In the Financial Year 2022-23, the Company hedged the Foreign Exchange by taking Plain Vanilla Option, Forward Contract and other similar options to mitigate adverse movement of foreign currency, if required. The unhedged foreign currency exposure has a natural hedge. Thus, the Company is reducing the majority of foreign exchange risk by proper planning.

The Company has not any direct impact of commodity price movement like major fluctuation of crude prices. However, it has an indirect impact on the Company since some of our chemical consumption is connected with crude prices and Company is taking required steps for that.

(p) Plant Locations:

Laminate Division:

Sr. No.	Unit	Address
1	Unit – RDL	608, GIDC Mansa, Dist. Gandhinagar, Gujarat, India.
2	Unit – MRPL	At Dholakuva Patia, Gandhinagar Mansa Road, Mansa, Dist. Gandhinagar, Gujarat, India.
3	Unit – RHPL	S. No. 125, Nr. Kalyanpura Patia, Village Itla, Gandhinagar Mansa Road, Tal. Kalol, Dist. Gandhinagar, Gujarat, India

MDF Board Division & PVC Division:

Sr. No.	Unit	Address
1	Unit – Karnataka (MDF & PVC)	Plot No. 58, 59 & 60p, Amble Industrial Estate, Village Amble, Tal. & Dis. Chikmagalur, Karnataka, India.
2	Unit – Andhra Pradesh (MDF)	Plot No. 15B1, 15B2, 15L, 15C, 15K, 15D1 and 15D, Denotified Area - APSEZ, Atchutapuram, District: Visakhapatnam, Andhra Pradesh, India.

(q) Address for correspondence:

To contact Registrar & Transfer Agent for all matters relating to Shares, Dividends, Annual Reports	Bigshare Services Private Limited 6th floor, Pinnacle Business Park, Office No S6-2, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai-400093 Tel No.: 022-62638200 Email: investor@bigshareonline.com Website: https://www.bigshareonline.com/
For any other General Matters or in case of any difficulties / grievances including matters relating to Shares, Dividends, Annual Reports as above	Secretarial Department Rushil Decor Limited, Rushil House, Near Neelkanth Green Bungalow, Off. Sindhu Bhavan Road, Shilaj, Ahmedabad – 380058, Gujarat, India Email: ipo@rushil.com Tel No.: 079- 61400400 Fax No.: 079- 61400401
Name of the Compliance Officer	Mr. Hasmukh K. Modi Company Secretary

- (r) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad: Not Applicable

CORPORATE GOVERNANCE REPORT (CONTD.)**10. OTHER DISCLOSURES****(a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of Company at large:**

During the Financial year 2022-2023, no materially significant related party transaction undertaken by the Company under Section 188 of the Companies Act, 2013, read with rules framed thereunder, Indian Accounting Standards (Ind AS 24) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may have potential conflict with the interest of the Company at large. The Company has entered into some transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, which were in the ordinary course of business and at arms' length basis and the same were duly approved or reviewed by the Audit Committee.

The necessary disclosures regarding the transactions with related parties are given in the notes to the financial statements. Your Company has formulated a Policy on materiality of Related Party Transactions and also dealing with Related Party Transaction. It is posted on the website of the Company which can be accessed by the link: <https://rushil.com/admin/uploads/7/10/Rushil-Related-Party-Transaction-Policy.pdf>

(b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or the Board or any statutory authority on any matter related to capital markets during the last three years:

BSE limited had imposed fine of ₹ 4,20,000/- plus applicable taxes on Company on 24.05.2021 due to not approaching the BSE Limited for Listing application of 253760 Rights – Partly paid up equity shares within 20 days from the date of allotment as per Para 2 of Schedule XIX of SEBI-ICDR Regulation 2018 (erstwhile 108(2)) and as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19/08/2019) and the same has been paid to BSE Limited on 29th May, 2021. Accordingly, the said imposed fine was paid by the Company to BSE Limited on 29.05.2021.

Other than as disclosed above there is no non-compliance by the Company, no penalties and strictures imposed on the Company by Stock Exchange or the Board or any statutory authority on any matter related to capital markets during the last three years.

(c) Details of Establishment of Vigil Mechanism/Whistle-Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

Pursuant to the provision of the Section 177(9) of the Companies Act, 2013 read with rules framed thereunder, Regulation 4(2)(d)(iv) and 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Your company has established Vigil Mechanism/ Whistle Blower Policy for their Directors and Employees to report concerns about illegal or unethical practices, unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy.

The details of establishment of such mechanism available on the website of the Company and it can be access by the following Link: https://rushil.com/admin/uploads/investors_pdf/codes_policies/Whistle_Blower_Policy.51.pdf

It is affirmed that no personnel of the Company has been denied access to the Chairman of the Audit Committee.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all applicable mandatory requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The following non-mandatory requirements under Part E of Schedule II of the Listing Regulations to the extent they have been adopted are mentioned below:

i. Modified Opinion in Auditors Report:

The Company's financial statements for the year ended 31st March, 2023 do not contain any modified opinion.

CORPORATE GOVERNANCE REPORT (CONTD.)

ii. Reporting of Internal Auditor:

The Internal Auditor directly reports to the Audit Committee.

(e) Web link where policy on dealing with Material Subsidiaries:

The Company does not have any Subsidiary Company, however Company has formulated a policy for determining material subsidiary and it is available on the web link: https://rushil.com/admin/uploads/investors_pdf/codes_policies/Policy-for-determining-Material-Subsidiary.pdf

(f) Web link where policy on dealing with related party transaction:

The Policy on dealing with related party transaction is disclosed on the website of the Company and can be accessed at <https://rushil.com/admin/uploads/7/10/Rushil-Related-Party-Transaction-Policy.pdf>

(g) Disclosure of commodity price risks and commodity hedging activities:

As stated earlier, the Company does not have any direct impact of Commodity price movement like major fluctuation of crude prices. However, it has an indirect impact on the Company since some of our chemical consumption is connected with crude prices and the Company is taking required steps for that.

In addition to this, the Company has Risk Management Policy in place to mitigate the price risk.

(h) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

Not Applicable

(i) Certificate from a company secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

A certificate from practicing company secretary confirming that none of the Directors on the board of the Company were debarred or disqualified from being re-appointed under retirement by rotation and/or continuing as Directors of the Company by the SEBI, Ministry of Corporate Affairs or any other statutory authorities is attached as "Annexure – A".

(j) where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:

During the year, all the recommendations of such Committee(ies), if any were accepted by the Board of Directors.

(k) Details of total fees paid by the Company for all services to the statutory auditor:

Name of Statutory Auditor	M/s Pankaj R. Shah & Associates
Statutory Audit / Tax Audit Fees	₹ 5,05,000/-
Total	₹ 5,05,000/-

(l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as on end of the financial year
NIL		

(m) Disclosure with respect to 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

Details of loans and advances given to firms/companies in which directors are interested, if any, is mentioned in Related Party transactions forming part of financial statements. Please refer the same.

CORPORATE GOVERNANCE REPORT (CONTD.)**(n) Details of material subsidiaries of the listed entity including the date and place of incorporation and the name and date of appointment of the statutory auditor of such subsidiaries:**

Not Applicable. As on 31st March, 2023, the Company does not have any Subsidiary Company.

(o) CEO/CFO Certification

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company gave an annual certificate on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The CEO and CFO gave quarterly certificate on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the Listing Regulations.

11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARA (2) TO (10) OF SCHEDULE V(C) OF THE LISTING REGULATIONS:

NIL

12. THE DISCLOSURE OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB REGULATION (2) OF REGULATION 46 OF LISTING REGULATIONS.

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the listing regulations to the extent as applicable with regards to Corporate Governance.

13. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

As on 31st March, 2023, the Company does not have any shares in the demat suspense account or unclaimed suspense account.

14. PARTICULARS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING HAVE BEEN PROVIDED IN THE NOTICE OF THE ANNUAL GENERAL MEETING.**15. DECLARATION BY THE CEO ON CODE OF CONDUCT AS REQUIRED BY SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

It is attached as “Annexure – B”.

16. COMPLIANCE CERTIFICATE:

Certificate from M/s. SPANJ & Associates, Practicing Company Secretaries, confirming compliances with the conditions of Corporate Governance as stipulated under the Listing Regulations attached as “Annexure – C”.

17. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING ON LISTED ENTITIES:

Not Applicable. No such agreement(s) entered into by the Company which is binding on it.



CORPORATE GOVERNANCE REPORT (CONTD.)

“Annexure – A”

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
RUSHIL DECOR LIMITED
CIN: L25209GJ1993PLC019532
Regd. Off: S. No. 125, Near Kalyanpura Patia,
Village Itla, Gandhinagar Mansa Road,
Tal. Kalol, - 382845

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **RUSHIL DECOR LIMITED** having CIN: L25209GJ1993PLC019532 and having registered office at S. No. 125, Near Kalyanpura Patia, Village Itla, Gandhinagar Mansa Road, Tal. Kalol, - 382845 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Krupesh Ghanshyambhai Thakkar	01059666	01/09/2007
2.	Mr. Shankar Prasad Bhagat	01359807	01/10/2009
3.	Mr. Ramanikbhai Tejabhai Kansagara	08341541	02/02/2019
4.	Mr. Rushil Krupesh Thakkar	06432117	13/08/2021
5.	Mr. Kantilal Ambalal Puj	09273355	13/08/2021
6.	Miss Shreya Milankumar Shah	09726000	08/11/2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

ASHISH C DOSHI, PARTNER
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No.: F3544
COP No.: 2356
P R Certi No.: 702/2020
UDIN: F003544E000767989

Date: 9th August, 2023
Place: Ahmedabad

CORPORATE GOVERNANCE REPORT (CONTD.)**“Annexure – B”****DECLARATION ON CODE OF CONDUCT**

This is to certify that Company “Rushil Decor Limited” has in place a Code of Conduct applicable to the Board Members as well as the Senior Management Personnel and that the same has been uploaded on the Company’s website at www.rushil.com. I further certify that all the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for all Board Members and Senior Management Personnel of the Company for the Financial Year 2022-23.

Place: Ahmedabad
Date: 04th May, 2023

Keyur M. Gajjar
Chief Executive Officer
Rushil Decor Limited

“Annexure – C”**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

The Members of
RUSHIL DECOR LIMITED
{CIN: L25209GJ1993PLC019532}
S. No. 125, Near Kalyanpura Patia,
Village Itla, Gandhinagar Mansa Road,
Tal. Kalol – 382845

We have examined the compliance of conditions of Corporate Governance by **RUSHIL DECOR LIMITED**, for the year ended **31st March, 2023**, as stipulated in Regulations 17-27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), pursuant to the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us along with documents & submissions for regulatory compliances provided for our verification and representation made by the management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

Date: 09th August, 2023
Place: Ahmedabad

ASHISH C DOSHI, PARTNER
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No.: F3544
COP No.: 2356
P R Certi No.: 702/2020
UDIN: F003544E000767934



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR)

SECTION A GENERAL DISCLOSURES

I. Details of the listed entity

I-1. Corporate Identity Number (CIN) of the listed entity

L25209GJ1993PLC019532

I-2. Name of the listed entity

Rushil Décor Limited

I-3. Year of incorporation

1993

I-4. Registered office address

S. No. 125, Near Kalyanpura Patia, Gandhinagar Mansa Road, Tal. Kalol, Village Itla, Gandhinagar – 382 845, Gujarat, India.

I-5. Corporate address

Rushil House, Near Neelkanth Green Bungalow, Off. Sindhu Bhavan Road, Shilaj, Ahmedabad-380 058, Gujarat, India.

I-6. E-mail

ipo@rushil.com

I-7. Telephone

+91 79 6140 0400

I-8. Website

www.rushil.com

I-9. Financial year for which reporting is being done

2022-23

I-10. Name of the Stock Exchange(s) where shares are listed

BSE Limited and National Stock Exchange of India Limited

I-11. Paid-up Capital

₹ 19,90,62,610/-

I-12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.

Hasmukh Kanubhai Modi, Company Secretary and Compliance Officer Tel: +91 79 6140 0400 , E-mail: ipo@rushil.com

I-13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).

Standalone Basis

II. Products/services

II- 14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing	Medium density fibre boards	74%
2	Manufacturing	Decorative laminate sheets	25%

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)**II- 15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Medium density fibre boards	1621	74%
2	Laminate sheets	1709	25%

III. Operations**III- 16. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	5	2	7
International	0	0	0

In addition, the Company has 8 branches in India.

III- 17. Markets served by the entity:**a. Number of locations:**

Locations	Number
National (No. of States)	28
International (No. of Countries)	51

The Company also serves 9 Union Territories in India.

b. What is the contribution of exports as a percentage of the total turnover of the entity?

25%

c. A brief on types of customers

The Company is in existence for more than 30 years. Our products have a foot print in approximately 51 countries. Our brands, prefixed with VIR, are present across the country through a network of consignment agents, branches, distributors etc. who are the backbone of our retail reach. We have a long-standing relationship with our intermediaries that is based on trust and mutual interest. We continue to work with all our partners including small dealers, studios, OEMs, project and institutional customers, architects, and designers etc. to large and organised distributors, consignment agents, branches, etc. to serve the evolving needs of our end users. Our endeavour is and always been to ensure that our brands are easily available wherever our customers want to use.

IV. Employees**IV- 18. Details as at the end of Financial Year:****a. Employees and workers (including differently abled):**

S. No.	Particulars	Total(A)	Male		Female	
			No(B)	%(B/A)	No(C)	%(C/A)
Employees						
1	Permanent (D)	796	783	98.36%	13	1.63%
2	Other than Permanent (E)	0	0	0	0	0
3	Total employees (D + E)	796	783	98.36%	13	1.63%
Workers						
1	Permanent (F)	0	0	0	0	0
2	Other than Permanent (G)	1109	1090	98.29%	19	1.71%
3	Total Workers (F + G)	1109	1090	98.29%	19	1.71%



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

b. Differently abled Employees and workers:

S. No.	Particulars	Total(A)	Male		Female	
			No(B)	%(B/A)	No(C)	%(C/A)
Employees						
1	Permanent (D)	0	0	0	0	0
2	Other than Permanent (E)	0	0	0	0	0
3	Total employees (D + E)	0	0	0	0	0
Workers						
1	Permanent (F)	0	0	0	0	0
2	Other than Permanent (G)	0	0	0	0	0
3	Total Workers (F + G)	0	0	0	0	0

IV- 19. Participation/Inclusion/Representation of women

	Total(A)	No. and percentage of Females	
		No(B)	%(B/A)
Board of Directors	6	1	16.67%
Key Management Personnel	3	0	0.00%

IV- 20. Turnover rate for permanent employees and workers. (Disclose trends for the past 3 years)

	(Turnover rate in 2022-23)			(Turnover rate in 2021-22)			(Turnover rate in 2020-21)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	28%	51%	28%	27%	64%	28%	15%	12%	15%
Permanent Workers	0%	0%	0%	0%	0%	0%	0%	0%	0%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

V- 21. (a) Names of holding / subsidiary / associate companies / joint ventures.

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Not applicable	Not applicable	0	Not applicable

VI. CSR Details

VI- 22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)

Yes

VI- 22. (ii) Turnover (in ₹).

₹ 838.39 Crs

VI- 22. (iii) Net worth (in ₹)

₹ 345.38 Crs

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)**VII. Transparency and Disclosures Compliances****VII- 23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	2022-23			2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0	-	0	0	-
Shareholders	Yes	0	0		6	1	The pending complaint was amicably resolved in 2022-23
Employees and workers	Yes	0	0	-	0	0	-
Customers	Yes	62	3	Refer Note	66	0	Refer Note
Value Chain partners	Yes	0	0	N.A.	0	0	N.A.
Other (please specify)	-	-	-	-	-	-	-

Note: The number of customer complaints mentioned in this table pertain to the Laminate Business. The Company has taken effective steps to reduce the number of complaints and the ones that are pending. The grievance redressal policy can be found at this link - https://rushil.com/admin/uploads/investors_pdf/codes_policies/Whistle_Blower_Policy.51.pdf

VII- 24. Overview of the entity's material responsible business conduct issues. Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Customer delight	Opportunity	Customer Relationship Management (CRM) plays a significant part in any business. It aids in improving customer satisfaction and retention rates and helps us better understand our customers.	We have comprehensive CRM practices and a strong customer loyalty program. There is strong engagement with our customers through diverse channels viz websites, email, and social media.	Positive

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)**

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Sustainability supply chain	Opportunity	Businesses are under increased pressure from investors, customers, and authorities to lower environmental, social and governance (ESG) risk exposures in their supply chains.	At Rushil Décor Limited, we see it as an opportunity to integrate the ESG aspect in our supply chain which can effectively reduce the overall risk. From supplier / vendor diversification to sustainable sourcing we have taken huge strides in the supply chain management. We ensure sustainable sourcing for our operations which promotes the development of local communities, generates job opportunities, streamlines transportation, and has a major impact in reducing carbon dioxide emissions. Close to 60% of our sourcing is done from domestic vendors and producers.	Positive
3.	Brand, reputation and communication	Opportunity	Brand reputation is crucial in the business as it directly impacts the level of trust and loyalty customers have towards the brand. Effective communication is key in building and maintaining a strong brand reputation in the business. This includes clear and consistent messaging across all channels such as websites, social media, and customer interactions.	Our different brands have marked their presence at the world level and as one of the leading brands in the industry especially in the MDF and Laminates segment. Our brands like "VIR LAMINATE", "VIR MDF", "VIR PVC", and "VIR STUDDIO" apart from others have highly reputed brand values in their respective segments. We have comprehensive engagement and communication with our customers. At every point, right from reservations, we adopt a customer first approach. We actively listen and respond to customer feedback in a timely and professional manner.	Positive
4	Climate change, energy, and emissions	Risk / Opportunity	Climate change poses a significant risk on the wood business sector because Agro Forestry wood is prime raw material in the MDF Product. In the same way, paper is the main raw material for the Laminated Sheet Business. Furthermore, the industry may also face additional costs to adapt to these changes. Our commercial activities incur significant overhead expenditures with energy being one of them. A proper energy management system with renewable energy integration is pivotal for the Company to reduce operational energy cost and carbon footprint.	Being cognisant of the potential risk due to climate change, the Company is involved in Agro Forestry and mechanism for sustainable development. Further we have systems to track and minimise energy consumption in our factories/plants.	Negative / Positive

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Talent management and retention	Risk	Overall, effective talent management is crucial in mitigating the risks associated with managing human capital. Failing to attract and retain employees by providing them rewarding careers may lead to loss of skilful employees in an organisation.	We carry out assessment to assess potential in personnel and determine roles and leadership responsibilities. Through various processes we aim to identify and build a strong leadership pipeline at every stage, developing talent through robust development journeys. Following are the two key talent processes: (1) Leadership Assessment and Development for identification and development of future Leaders, and (2) Talent Identification and Development Initiative (TIDI) for identification and development of high potential Heads of Department (HoDs). Dialog is an annual career conversation process which enables structured focused conversations that incorporate constructive feedback and set a development plan for the year ahead. Frequent Email Communication(s) is our continuous employee engagement platform which gathers continuous feedback from employees across levels. It provides a mechanism for leaders to hear the voice of our employees thereby promoting trust and transparency.	Negative

SECTION B MANAGEMENT AND PROCESS DISCLOSURES**Policy and management processes**

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
1. b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
1. c. Web Link of the Policies, if available	https://rushil.com/admin/uploads/7/13/Business-Responsibility-Policy.pdf								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No. While our policy and its elements are applicable to all Departments and Verticals in the Company, the Company makes its best efforts to impress upon other entities in the value chain and actively engages with them to participate in the Business Responsibility initiatives depending upon their means and resources. The Company also provides active support to other entities in the value chain to initiate their own policies and procedures towards environment protection, employee safety and welfare.								

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)**

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
4. Name of the national and international Codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.									
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.									
6. Performance of the entity against the specific commitments, goals and targets alongwith reasons in case the same are not met.									
Governance, leadership, and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).									
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.									

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)**10. Details of Review of NGRBCs by the Company: Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee and its frequency.**

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Yes. The Board of Directors and its Committees assess the performance on annual or half yearly basis depending upon the type of activities.									Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes. The Company has formalised a system to track, monitor and document legal compliances applicable to the Company. The Board quarterly reviews compliance reports (of all the laws applicable to the Company including in relation to NGRBCs), prepared by the management. There were no instances of material non-compliances during the year under review.									Annually								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

No. The evaluation of the working of its policies is carried out internally.

S. No.	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	-	-	-	-	-	-	-	-	-

12. If answer to question (1) above is No i.e. not all Principles are covered by a policy, reasons to be stated:

N.A.

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	-	-	-	-	-	-	-	-	-
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-	-	-	-	-	-	-	-	-
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-	-	-	-	-	-	-	-	-
It is planned to be done in the next financial year (Yes/No)	-	-	-	-	-	-	-	-	-
Any other reason (please specify)	-	-	-	-	-	-	-	-	-

SECTION C PRINCIPLE 1**EI-1. Percentage covered by training and awareness programmes on any of the Principles during the financial year:**

Segment	Total number of training and awareness programs held	Topics/principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programmes
Board of directors	1	The training and awareness programs undertaken for the Directors covered business performance and operations, compliance status and regulatory updates, risk, and governance, ESG performance, and Introduction to Business Responsibility and Sustainability Report (BRSR).	100%



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

Segment	Total number of training and awareness programs held	Topics/principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programmes
Key Managerial personnel	1	Key managerial personnel undertook training and awareness programs around changes in regulations and laws applicable to the Company, including ESG performance and Introduction to Business Responsibility and Sustainability Report (BRSR) to ensure full compliance.	100%
Employees other than BoD and KMPs	29	Introduction to ESG and Business Responsibility and Sustainability Report (BRSR), Code of Business Principles, Human Rights, Anti-Bribery and Corruption, Data Privacy, Health and Safety, Skill Upgradation etc.	54%
Workers	36		42%

EI-2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website

Monetary

Category	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	N.A.	N.A.	0	N.A.	N.A.
Settlement	N.A.	N.A.	0	N.A.	N.A.
Compounding fee	N.A.	N.A.	0	N.A.	N.A.

Non-Monetary

Category	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NA	NA	NA	NA
Punishment	NA	NA	NA	NA

EI-3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

S. No.	Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
1	NA	NA

EI-4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy.

Yes. We have defined guidelines on anti-corruption and anti-bribery as part of our Code of Business Ethics and Conduct (COBEC). The COBEC covers all employees whether directly or indirectly employed with the Company. However, COBEC is an internal document and is not available for public view.

EI-5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Category	2022-23	2021-22
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)**EI-6. Details of complaints with regard to conflict of interest:**

Category	Number 2022-23	Remarks 2022-23	Number 2021-22	Remarks 2021-22
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	0	0	0
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	0	0	0

EI-7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

N.A.

SECTION C PRINCIPLE 2**EI-1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

Category	2022-23	2021-22	Details of improvements in environmental and social impacts
R&D	0	0	N.A.
Capex	3.23%	0.83%	Zero liquid discharge & treatment plants deployed.

EI-2.a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes

EI-2.b. If yes, what percentage of inputs were sourced sustainably?

In respect of MDF Products, we procured 100% from Agro Forestry Plantations which is sustainable sourcing.

EI-3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Considering the type and nature of our product, their long term use by our end users (sometimes more than decades), and the wide geographical spread of our product use, it is practically not possible to reclaim our end products for reusing, recycling, or disposal at the end of life.

However, where we can, we have taken steps to safely recycle and dispose off waste generated in our production processes. All the manufacturing units follow regional pollution control board guidelines efficiently, normal waste we are submitting to PCB authorised recycler and co-processor where hazardous waste disposing at authorised TSDF site recommended by regional pollution control board respectively.

Summary of these steps are:

- Water used in the production process are re-used in other resin production,
- Packaging material, paper wrapping, and BOPP (plastic) used in production is re-sold to entities registered with Pollution Control Boards to make other products and to authorised recyclers.
- Waste generated is given to the Pollution Control Board's authorised recycler and co-processor,
- Hazardous waste is disposed off at authorised TSDF site recommended by the Pollution Control Board
- Containers that are discarded are stored in a designated shed in a secure manner and handed over to the Pollution Control Board's authorised recyclers
- Used oil is collected in leak proof containers and disposed off through re-processors authorised by the Pollution Control Board.
- ETP sludge is stored in a secure and scientific manner and then handed over to the Pollution Control Board's authorised incinerators.
- Wood dust and wood chips coming out as waste from the manufacturing process are re-used in the manufacturing process.



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EI-4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes. The Company has designed quality products to minimise the amount of waste. The Company has also designed the waste management plan in such a way that minimum wastage will be generated at every stage of the product. The Company ensures appropriate disposal of waste through registered vendors and the waste management plan is aligned with the Extended Producer Responsibility Plan.

SECTION C PRINCIPLE 3

EI-1. a. Details of measures for the well being of employees (Permanent Employees).

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	783	783	100%	783	100%	0	0	783	100%	0	0
Female	13	13	100%	13	100%	13	100%	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0
Other than permanent Employees											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

EI-1. b. Details of measures for the well being of employees (Permanent Workers.)

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0
Other than permanent Workers											
Male	1090	1090	100%	1090	100%	0	0	0	0	0	0
Female	19	19	100%	19	100%	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)**EI-2. Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	No. of employees covered as a % of total employees. 2022-23	No. of workers covered as a % of total workers. 2022-23	Deducted and deposited with the authority (Y/N/N.A.). 2022-23	No. of employees covered as a % of total employees. 2021-22	No. of workers covered as a % of total workers. 2021-22	Deducted and deposited with the authority (Y/N/N.A.). 2021-22
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	15.2%	0	Y	19.55%	0	Y
Others – please specify	0	0	N.A.	0	0	N.A.

EI-3. Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes.

EI-4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy.

Yes. The Employee Welfare Policy ensures that the needs of differently abled employees and workers are met in accordance with the Rights of Persons with Disabilities Act, 2016, by providing provisions for accessible facilities. A link to the policy is here - https://rushil.com/investor_relationship.php#CodesPolicies

EI-5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	--	--
Female	100%	100%	--	--
Total	100%	100%	--	--

EI-6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Category	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	N.A.
Other than Permanent Workers	Yes. Grievance Redressal is a part of Company's code of business ethics and conduct which is applicable to all employees, suppliers, business partners, contractual workers etc. COBEC details out the procedures for reporting any concern, escalation matrix, procedures of handling complaints and disciplinary actions. The Company also has a robust Whistle Blower policy that provides a channel to employees, workers, and other stakeholders to raise concerns and issues and it provides a meaningful mechanism to redress it.
Permanent Employees	
Other than Permanent Employees	N.A.



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EI-7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	2022-23			2021-22		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union(B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union(D)	% (D/C)
Total Permanent Employees	0	0	0	0	0	0
- Male	0	0	0	0	0	0
- Female	0	0	0	0	0	0
Total Permanent Workers	0	0	0	0	0	0
- Male	0	0	0	0	0	0
- Female	0	0	0	0	0	0

EI-8. Details of training given to employees and workers:

Category	2022-23					2021-22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	783	109	13.92%	554	70.75%	687	223	32.46%	437	63.61%
Female	13	11	84.62%	13	100%	13	9	69.23%	11	84.62%
Total	796	120	15.08%	567	71.23%	700	232	33.14%	448	64%
Workers										
Male*	1090	-	-	-	-	967	-	-	-	-
Female	19	-	-	-	-	-	-	-	-	-
Total	1109	0	0	0	0	967	0	0	0	0

* These workers are non-permanent workers.

EI-9. Details of performance and career development reviews of employees and workers

Category	2022-23			2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	783	783	100%	687	687	100%
Female	13	13	100%	13	13	100%
Total	796	796	100%	700	700	100%
Workers						
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0
Total	0	0	0	0	0	0

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)**EI-10.a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes, Our Occupational Health and Safety Management System is based on ISO 45001:2018 and it has been implemented at three of our manufacturing plants in Gujarat. We are actively working to implement this at two of our other plants, one each in Andhra Pradesh and Karnataka. We have also implemented safety management system in our organisation, which includes 1. Periodic inspections of premises, equipment, workplaces, and work practices, 3. Provided Personal Protective Equipment (PPE), 4. Developed and enforced safety rules and appropriate discipline, 5. Provided periodical safety training, 6. Identified high risk activities and set SOPs to mitigate it, 7. Provided training, created awareness, and helped workforce to build competency.

EI-10.b. What are the processes used to identify work related hazards and assess risks on a routine and non-routine basis by the entity?

Hazard identification and risk assessment processes, including incident management systems, are in place to identify work related hazards and assess risks on routine and non-routine basis. We undertake risk assessment through the following steps, 1. Identify the risk 2. Undertake risk analysis, and 3. Undertake risk evaluation by using 'What – If' Analysis, Fault Tree Analysis, and Incident Bow.

EI-10.c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes. We have a SOP within our Safety and Health Programs for workers to report the work related hazards or any unsafe conditions or acts. We treat hazard reporting as very important for the safety of our workplace. We are educating our workers on a regular basis regarding this. The workers should communicate in writing to their immediate supervisor in the prescribed format. Simultaneously both workers and supervisors will inspect, investigate, and collect the existing information about the work related hazards. After the investigation the concerned supervisor will resolve the hazard immediately or assign it to appropriate personnel and department to resolve. Accordingly corrective and preventive actions as deemed necessary will be implemented. After resolving the hazard, a Resolution Report will be prepared, tabled with the appropriate authority in the Company, and filed for future reference.

EI-10.d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. We have Medclaim, Workmen Compensation Policy, Group accidental policy and Employee State Insurance Scheme for occupational and non- occupational health care services.

EI-11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	2022-23	2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million person hours worked)	Employees	0	0
	Workers	0	1.70
Total recordable work related injuries	Employees	0	0
	Workers	0	1
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

EI-12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Following measures have been implemented by the Company during the reporting year, 1. Hazard Identification and Risk Assessment of all processes and machinery. 2. Deploying machine guarding, sensors, etc., 3. Implementing workplace safety program and delivering workplace safety trainings, 4. Providing Personal Protective Equipment (PPE), 5. Educating workers and employees to report unsafe working conditions, 6. Provision of reporting of Unsafe Conditions and Unsafe Acts 7. Safety Committee meetings of all the Plants, 8. Permit to Work system at all the Plants, 9. Health check-up of staff and workers at the Plants, 10. First aid trainings and deploying the fire-fighting system, 11. Safety mock drills and emergency evacuation trainings, 12. Safety audit and on-site Emergency plans, 13. Promoting regular breaks to freshen up the employees and



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workers, 14. Displaying safety posters, indicators and safe assembly points, 15. Distributing First Aid Kits to all sections of the organisation, 16. Regular cleaning and sanitisation of all areas, and 17. Maintenance of lifts and other electrical gadgets in use by employees and workers in the organisation.

EI-13. Number of complaints on the following made by employees and workers:

Category	2022-23			2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	N.A.	0	0	N.A.
Health & Safety	0	0	N.A.	0	0	N.A.

EI-14. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

EI-15. Provide details of any corrective action taken or underway to address safety related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

There are no major observations that have been highlighted during the ISO and Safety audits. However, we have been proactive and have taken the following pre-emptive actions to further enhance safety within our organisation. 1. Providing equipment upgrades, 2. Implementation of periodic safety training program, 3. Conducting regular and random safety audits, 4. Updating work processes, 5. Revising safety guidelines and protocols, 6. Upgrading new work procedures and skill sets to handle new technology.

SECTION C PRINCIPLE 4

EI-1. Describe the processes for identifying key stakeholder groups of the entity.

Rushil Decor Limited (RDL) recognises the significance of engaging with key stakeholder groups to ensure effective communication, transparency, and collaboration. The identification of these stakeholders involves a comprehensive process that considers the diverse range of individuals and entities impacted by the Company's operations. The process of identifying key stakeholder groups at RDL involves a comprehensive analysis of the Company's operations, stakeholder consultation, consideration of legal and regulatory requirements, assessment of impacts, media analysis, and alignment with industry best practices. By undertaking this diligent process, we strive to foster constructive relationships, address concerns, and meet the expectations of its diverse range of stakeholders.

EI-2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Employees	No	Emails, Notice Board, Website, Internal Communications through various channels	Quarterly	HR policies, Career progression, trainings
2	Shareholders/ Investors	No	Emails, Annual General meeting, Quarterly / Annual Results, Website Information, Official Press Releases	Quarterly	Business sustainability, Economic performance
3	Customers	No	Regular customer meetings, Business visits, Sales visits, Customer satisfaction surveys	Quarterly	Quality, Timely delivery, Order placements

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S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
4	Suppliers	No	Regular supplier meetings, Suppliers assessments	Quarterly	Quality, Sustainability, Cost
5	Regulators	No	Compliance meetings, Industry associations, Events, Telephonic, Video conferences and Emails	Annually	Compliance and Policy advocacy

SECTION C PRINCIPLE 5

EI-1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	2022-23			2021-22		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total(C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	796	557	70%	700	318	45.43%
Other than permanent	0	0	0	0	0	0
Total Employees	796	0	70%	700	318	45.43%
Workers						
Permanent	0	0	0	0	0	0
Other than permanent	1109	665	60%	967	37	3.83%
Total Workers	1109	665	60%	967	37	3.83%

EI-2. Details of minimum wages paid to employees, in the following format:

Category	2022-23					2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	783	0	0	783	100%	687	0	0	687	100%
Female	13	0	0	13	100%	13	0	0	13	100%
Other than Permanent										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Workers										
Permanent										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Other than Permanent										
Male	1090	0	0	1090	100%	967	0	0	967	100%
Female	19	0	0	19	100%	0	0	0	0	0



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EI-3. Details of remuneration/salary/wages, in the following format:

Gender	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD) - Executive	3	96,00,000	0	N.A.
Board of Directors (BoD) – Independent	2	0 (Refer Note 1)	1	0 (Refer Note 1)
Key Managerial Personnel	3	54,85,000	0	N.A.
Employees other than BoD and KMP	780	3,35,868	13	2,86,740
Workers	0	N.A. (Refer Note 2)	0	N.A. (Refer Note 2)

Note 1: The Independent Directors are not paid remuneration but are paid Sitting and Attendance fees of ₹ 8,000 per Board Meeting as well as Committee Meeting attended.

Note 2: The Company does not have any permanent workers.

EI-4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. The Human Resource Department of the Company is responsible for addressing human rights impacts or issues.

EI-5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Yes. Grievance Redressal is a part of our Code of Business Ethics and Conduct (COBEC) which is applicable to all employees, suppliers, business partners etc. COBEC states the procedures for reporting any concern, escalation matrix, complaints handling, and disciplinary actions.

EI-6. Number of Complaints on the following made by employees and workers:

	2022-23			2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	N.A.	0	0	N.A.
Discrimination at work place	0	0	N.A.	0	0	N.A.
Child Labour	0	0	N.A.	0	0	N.A.
Forced Labour/Involuntary Labour	0	0	N.A.	0	0	N.A.
Wages	0	0	N.A.	0	0	N.A.
Other human rights related issues	0	0	N.A.	0	0	N.A.

EI-7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

We have implemented strong policies to prevent any type of discrimination or harassment to the complainant. These policies include the whistle-blower policy. Our Safety Committee investigates such matters with utmost confidentiality. Any person handling or dealing with any such complaint, and who contravenes our internal policies relating to confidentiality, is liable for disciplinary action. Our whistle blower policy provides necessary safeguards to all whistle blowers.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)**EI-8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes.

EI-9. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at work place	100%
Wages	100%
Others – please specify	-

EI-10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

No significant risks or concerns were identified or had arisen from the above assessments. We have a continuous improvement mentality and hence continually monitor such matters and take adequate preventative and corrective actions as and when necessary.

SECTION C PRINCIPLE 6**EI-1. Details of total energy consumption (in Joules or multiples) and energy intensity.**

Parameter	2022-23	2021-22
Total electricity consumption (A) (in GJs)	2,48,320.43	2,15,214.40
Total fuel consumption (B) (in GJs)	8,29,737.02	4,51,942.46
Energy consumption through other sources (C) (in GJs)		
Total energy consumption (A+B+C) (in GJs)	10,78,057.45	6,67,156.85
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	1,285.87 / Crs	1,068.87 / Crs
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

EI-1. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

If yes, name of the external agency.

No.

EI-2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable as the Company does not fall in the category of industries mandated under PAT scheme.

EI-3. Provide details of the following disclosures related to water, in the following format: Water withdrawal by source (in kilolitres)

Parameter	2022-23	2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	1,60,830	1,47,650
(ii) Groundwater	1,05,910	90,688
(iii) Third party water	14,365	15,492

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Parameter	2022-23	2021-22
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	2,81,105	2,53,830
Total volume of water consumption (in kilolitres)	2,81,105	2,53,830
Water intensity per rupee of turnover (Water consumed / turnover)	335 KL / Crs	303 KL / Crs
Water intensity (optional) – the relevant metric may be selected by the entity. KL / of	-	-

EI-3. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, name of the external agency.

No.

EI-4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, the entity has implemented a mechanism for Zero Liquid Discharge, whereby treated wastewater is reused back in the manufacturing process and for cooling tower, gardening, and toilet flushing. Hence there is no discharge of wastewater from our plants. The entity is also focused on reducing water intake by utilising treated wastewater within the manufacturing process and thereby reducing demand for fresh water.

EI- 5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	2022-23	2021-22
NOx	Mg/Nm3	82.56	68.96
SOx	Mg/Nm3	81.20	65.70
Particulate matter (PM)	Mg/Nm3	194.58	151.50
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-

EI-5. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, name of the external agency.

Yes. Independent assessments undertaken by Environment Management Inc., National Analytical Laboratories and Research Centre, and SV Enviro Labs and Consultants.

EI-6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	2022-23	2021-22
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	3,508.46	17,247.12
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	55,872.10	48,423.24
Total Scope 1 and Scope 2 emissions per rupee of turnover	Metric tonnes of CO2 equivalent / crore rupee of turnover	70.83 / Crs	105.21 / Crs
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

EI-6. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, name of the external agency.

No.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)**EI-7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

No. However, we are focusing on energy efficiency through process improvements and investments in newer technologies. Over the years, the entity has implemented measures like installation of Vapour Absorption Machines (VAM), automation in tube cleaning system of Heating, Ventilation and Air Conditioning (HVAC), and installation of energy efficient equipment such as chillers, AHUs, motors, fans, pumps, agitators, and ESP with boilers. We have also adopted a general practice to have green measures for our manufacturing plants like maintaining green belts as per the government rules, plantation on the boundary wall of each plant, and rainwater harvesting.

EI-8. Provide details related to waste management by the entity, in the following format:

Parameter	2022-23	2021-22
Total Waste generated (in metric tonnes)		
Plastic waste (A)	37.17	36.45
E-waste(B)	0	0
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste.Please specify, if any. (G)	1,196.15	1,722.30
Other Non-hazardous waste generated (H). Please specify, if any.(Break-up by composition i.e. by materials relevant to the sector)	1,500.00	1,642.00
Total (A + B + C + D + E + F + G + H)	2,733.32	3,400.75
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste – Plastic waste		
(i) Recycled	31.83	30.91
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	31.83	30.91
Category of waste - Other Non-Hazardous waste		
(i) Recycled	0	0
(ii) Re-used	1,500	1,642
(iii) Other recovery operations	0	0
Total	0	0
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste – Plastic waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	5.34	5.54
Total	5.34	5.54
Category of waste - Other Hazardous waste generated		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	1,196.15	1,722.30
Total	0	0

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)**

EI-8. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Independent assessments undertaken by 1. Alfa Refineries 2. National Analytical Laboratories Research Centre 3. Creative Concepts.

EI-9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The entity has initiated measures to ensure waste minimisation, segregation of waste at source, and reusing non-hazardous waste in a scientific and systematic manner in line with the guidelines prescribed in the Hazardous Waste Management Rules 2016. Practices have been implemented to manage such waste and air pollution equipment such as wet scrubber, bag filters, silos, ventilators, and boiler chimneys are adopted to reduce usage of Hazardous and toxic chemicals from our products. We also securely store the hazardous waste and is disposed off through re-cyclers and re-processors authorised by the Pollution Control Board.

EI-10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
1	N.A.	N.A.	N.A.

EI-11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

S. No.	Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
1	N.A.	0	N.A.	N.A.	N.A.	N.A.

EI-12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non compliances, in the following format:

Yes.

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1	N.A.	N.A.	N.A.	N.A.

SECTION C PRINCIPLE 7

EI-1.a. Number of affiliations with trade and industry chambers/ associations.

1. Indian Laminate Manufacturers Association 2. Association of Indian Panel Board Manufacturers 3. Gujarat Chambers of Commerce and Industry 4. Federation of Indian Export Organisation.

EI-1.b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. NO	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1	Indian Laminate Manufacturers Association	National
2	Association of Indian Panel board Manufacturer	National
3	Gujarat Chambers of Commerce & Industry	State
4	Federation of Indian Export Organisations	National

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

EI-2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

S. No.	Name of authority	Brief of the case	Corrective action taken
1	N.A.	N.A.	N.A.

SECTION C PRINCIPLE 8

EI-1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

S. No.	Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
1	As per applicable laws, SIA is not currently applicable for any of the projects undertaken by the Company. However, the Company assesses the effectiveness of all projects undertaken voluntarily.	N.A.	N.A.	N.A.	N.A.	N.A.

EI-2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
1	N.A.	N.A.	N.A.	0	0	0

EI-3. Describe the mechanisms to receive and redress grievances of the community.

Community members can approach us through various platforms, e.g., website, email communications, etc. Concerns are recorded, investigated for genuineness and necessary corrective actions are taken. To prevent similar complaints from arising again, prompt follow-up and resolution of the concerns are undertaken. Further, our whistle blower policy contains precise clauses and a systematic process to act on stakeholder grievances. Regular engagements (including personal interactions through our employee volunteers) with the communities particularly where we run our CSR initiatives are undertaken to obtain feedback and redress grievances. Every year, we also carry out community need assessments to determine the needs of the communities and we work closely with marginalised and vulnerable stakeholders to meet their needs / redress any grievance through our CSR initiatives.

EI-4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Category	2022-23	2021-22
Directly sourced from MSMEs/ small producers	11.94	7.85
Sourced directly from within the district and neighbouring districts	31.30	36.60

SECTION C PRINCIPLE 9

EI-1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The mechanisms in place to receive and respond to consumer complaints and feedback involves technical verification undertaken by the technical team, a local sales representative visits the complained site and fills the complaint attendance report after attaching required supporting documentation before sending it to the Head Office. At the Head Office, after appropriate verification and approvals, either a credit note, or relevant compensation will be given to the complainant where required.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR) (CONTD.)

EI-2. Turnover of products and services as a percentage of turnover from all products/service that carry information about:

Category	As a percentage to total turnover
Environmental and social parameters relevant to the product	Yes, the Company adheres to all applicable laws and regulations regarding product labelling and displays relevant information on it. The majority of product labelling includes data about safe and responsible usage.
Safe and responsible usage	
Recycling and/or safe disposal	

EI-3. Number of consumer complaints in respect of the following:

	2022-23			2021-22		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	0	0	-	0	0	-

EI-4. Details of instances of product recalls on account of safety issues:

Category	Number	Reasons for recall
Voluntary recalls	0	N.A.
Forced recalls	0	N.A.

EI-5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. The entity has robust Cyber Security and Data Privacy policies that have been implemented across the organisation. It is available on this link https://rushil.com/investor_relationship.php#CodesPolicies.

EI-6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

N.A.

FINANCIAL STATEMENTS



INDEPENDENT AUDITORS' REPORT

To the Members of **RUSHIL DECOR LIMITED**

Report on the Audit of the Standalone Ind AS Financial Statements

OPINION

We have audited the accompanying standalone Ind AS financial statements of **M/s RUSHIL DECOR LIMITED** ("the Company"), which comprise the standalone balance sheet as at March 31, 2023, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies [Indian Accounting Standards] Rules, 2015 as amended ("Ind AS" and other accounting principles generally accepted in India, of the state of affairs (financial Position) of the Company as at March 31, 2023, and its Profits (financial performance including other comprehensive income), its Cash flows and changes in equity for the year ended on that date.

KEY AUDIT MATTER:

1. Revenue Recognition

Refer Note 45 to the standalone Ind AS financial statements

Description of Key audit Matter	Our response and results
<p>Revenue of the company comprises of sale of industrial and decorative laminates and sale of medium density fiber boards (plane and pre laminated) to its domestic and international customers. The company sells its products through a network of distributors and dealers in the relevant markets and a part of the sales is also made as institutional sales/project sales directly to the end use customers.</p> <p>Revenue recognition is a significant audit risk across the company. Specifically there is a risk that revenue is recognized on sale of goods before the control in the goods is transferred.</p>	<p>Our key audit procedures to assess the recognition of revenue on sale of goods included the following:</p> <ul style="list-style-type: none"> We assessed the appropriateness of the Company's revenue recognition policies, including those related to discounts and incentives; We obtained an understanding of process and assessed the design, implementation and operating effectiveness of management's key internal controls in relation to revenue recognition from sale of goods. We also tested the Company's controls over timing of revenue recognition; We also tested, on a sample basis, whether specific revenue transactions around the year end had been recognized in the appropriate period on the basis of the terms of sale of the contract, particularly with reference to the transfer of control in the goods in question with regard to the year end transactions. We inspected key customer contracts/ purchase orders to identify terms and conditions related to acceptance of goods and the right to return and assessing the Company's revenue recognition policies with reference to the requirements of the prevailing accounting standards;

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

INDEPENDENT AUDITORS' REPORT (CONTD.)

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), Profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as

applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or



INDEPENDENT AUDITORS' REPORT (CONTD.)

conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence; and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by section 197(16) of the Act, we report that the company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with schedule V to the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
3. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit,
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books,
 - c. The standalone Balance Sheet, the standalone Statement of Profit and Loss including other Comprehensive Income, standalone Statement of Changes in Equity and the standalone Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.
 - e. On the basis of written representations, received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial control over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations as on 31.03.2023

INDEPENDENT AUDITORS' REPORT (CONTD.)

- on its financial position in the standalone Ind AS Financial Statements (Refer Note No 35 to the Standalone Ind AS Financial Statements.)
- II. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- IV. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- V. (a) The final dividend proposed in the previous year, declared and paid by the company during the year is in accordance with Section 123 of the Act, as applicable.
- (b) The Board of Directors of the company have proposed final dividend for the year which is subject to the approval of the members at the ensuing annual general meeting. The amount of dividend proposed is in accordance with section 123 of the act, as applicable.
- VI. Proviso to Rule 3(1) of the companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April, 2013 and accordingly reporting under rule 11(g) of Companies (Audit & Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No.107361W)

[CA Nilesh Shah]
PARTNER

Membership No. 107414
UDIN: 23107414BGUYZK7367

Place: Ahmedabad
Date: 4th May, 2023



ANNEXURE A

(REFERRED TO IN PARAGRAPH 1 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT TO THE MEMBERS OF RUSHIL DECOR LIMITED OF EVEN DATE)

With reference to the Annexure A, referred to in the Independent Auditors Report to the members of the Company on the Standalone IND AS financial statements for the year ended on 31st March 2023 , we report following :

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us, the property, plant and equipment, are verified in a phased manner by the management, during the year which, in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year other than stock lying at port. In our opinion the frequency of verification is reasonable and the coverage and procedure of such verification by the management is appropriate. As explained to us, there were no discrepancies of 10% or more in aggregate for each class on physical verification of inventory as compared to the book records.
- (b) The Company has been sanctioned working capital limits (including fund based and non fund based limits) in excess of Rupees Five crores in aggregate from a bank on the basis of security of the current assets. Revised Quarterly returns or statements filed by the company with such bank are in agreement with the books of accounts of the company.
- (iii) During the year, the company has not made investments in, provided any guarantee or security or granted any loans or advances in nature of loans, secured or unsecured, to companies, firms, limited liability partnerships, or other parties, except in respect of its CFO.

(a)	During the year the Company has provided loan to its CFO.				
(A)	The company has not made any investments in , provided any guarantee or security or granted any loans and advances in the nature of loans , secured or unsecured , to its subsidiaries and joint venture , hence , reporting under this clause is not applicable.				
(B)	The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans to CFO is as under :				
	(Rs. in Lakhs)				
	PARTICULARS	LOANS	ADVANCES IN THE NATURE OF LOAN	GUARANTEES	SECURITIES
	AGGREGATE AMOUNT GRANTED/ PROVIDED DURING THE YEAR :	50.00	NIL	NIL	NIL
	BALANCE OUTSTANDING* AS AT BALANCE SHEET DATE :	52.37	NIL	NIL	NIL
	*Amount including of interest charged during the year on Loan outstanding.				
(b)	In our opinion, the loans granted, and the terms and conditions of the grant of all loans provided are, prime facie, not prejudicial to the Company's interest.				

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

(c)	In respect of loans granted by the company, the schedule of repayment of principal and payment of interest has not been stipulated however, the repayments or receipts are regular during the year.
(d)	In respect of loans granted by the company, there is no overdue amount remaining outstanding as at the balance sheet date.
(e)	No loan granted by the company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
(f)	The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable

- (iv) In our opinion and according to the information & explanation given to us, the company has complied with the provisions of section 185 and 186 of the companies Act 2013, with respect to loan given.
- (v) The Company has not accepted any deposits from the public during the year under review. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) As explained to us, the Central Government has not prescribed the maintenance of Cost records under sub section (1) of section 148 of the companies Act 2013. Accordingly, clause (vi) of the Order is not applicable
- (vii) (a) The company does not have liability in respect of Service Tax, Duty of excise, Sales tax and value added tax during the year since effective 1st July 2017, these statutory dues has been subsumed in to Goods & Service Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, duty of customs,

Goods and Service Tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, duty of customs, Goods and Service Tax, cess and other material statutory dues were in arrears as at 31st March 2023 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no material dues of Goods and Service Tax & Income tax which have not been deposited with the appropriate authorities on account of any dispute, However ,according to information and explanations given to us, the following dues of duties of Custom and Duty of Excise have not been deposited by the company on account of Dispute:

Nature of Statues	Nature of Dues	Amount ₹ in Lakhs (Net of payments)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty, Interest & Penalty	₹ 72.12 Lakhs	up to Sept-2012	Custom Excise & Service Tax Appellate Tribunal, Ahmedabad
The Customs Act 1962	Custom Duty with Interest & Penalty	₹ 22.56 Lakhs with Interest 5,00,000/- Penalty	FY 2014-15	Custom Excise & Service Tax Appellate Tribunal, Ahmedabad

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company ,there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) According to information & explanations given to us, the company has not defaulted in repayment of loans or borrowings or in the payment of

interest to Banks and financial institutions. The company does not have any borrowings from debenture holders or Government.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)**

- (c) In our opinion and according to the information and explanations given to us by the management, term loans obtained during the year by the company have been applied for the purposes for which they were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us, the company does not have subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us, The Company does not have subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised money by way of Initial public offer or further public offer (Including debt instruments) during the year. Accordingly, clause 3(x)(a) of the order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT - 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented by the management, there are no whistle blower complaints received by the company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable Ind AS.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) and 3(xvi) (b) of the Order are not applicable.
- (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi) (c) of the Order is not applicable.
- (c) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us, On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanation provided to us, there is no unspent amount under sub section (5) of section 135 of the Companies Act, 2013, pursuant to any project. Accordingly, clause 3(xx)(a) and (b) of the order are not applicable.

For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No.107361W)

[CA Nilesh Shah]
PARTNER
Membership No. 107414
UDIN: 23107414BGUYZK7367

Place: Ahmedabad
Date: 4th May, 2023



ANNEXURE B

Annexure B to the Independent Auditor's Report of Even Date to the Members of RUSHIL DECOR LIMITED on the Standalone Ind AS Financial Statements for the year ended on 31st March 2023

Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In conjunction with our audit of the standalone Ind AS financial statements of **M/s RUSHIL DECOR LIMITED** ("the Company") as at and for the year ended 31st March 2023, We have audited the internal financial controls over financial reporting of the company as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023,

based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No.107361W)

[CA Nilesh Shah]

PARTNER
Membership No. 107414
UDIN: 23107414BGUYZK7367

Place: Ahmedabad
Date: 4th May, 2023



STANDALONE BALANCE SHEET

AS AT 31ST MARCH, 2023

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(₹ in Lakhs)

Particulars	Note No.	As at 31 st March, 2023	As at 31 st March, 2022
(I) ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	1	63,471.83	59,347.50
(b) Capital work-in-progress	1	9.25	47.24
(c) Other Intangible assets	2	655.88	32.86
(d) Financial Assets			
(i) Investments	3	1.25	1.25
(ii) Trade receivables	4	355.19	238.76
(iii) Loans	5	8.26	8.26
(iv) Other financial assets	5A	969.55	1,022.93
(e) Other non-current assets	6	518.49	312.02
Total Non-current Assets		65,989.69	61,010.81
(2) Current Assets			
(a) Inventories	7	18,674.15	15,542.36
(b) Financial Assets			
(i) Trade receivables	8	11,874.09	8,255.92
(ii) Cash and cash equivalents	9	50.72	51.50
(iii) Bank balances other than (ii) above	10	490.35	558.47
(iv) Loans		82.01	8.88
(c) Current Tax Assets	11	282.84	35.77
(d) Other current assets	12	2,318.17	3,212.30
Total Current Assets		33,772.32	27,665.20
Total Assets :		99,762.01	88,676.01
(II) EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	13	1,990.70	1,991.26
(b) Other Equity	14	34,347.73	26,687.42
Total Equity		36,338.43	28,678.69
(2) Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	26,855.88	28,617.72
(ii) Trade Payables			
- dues to micro and small enterprises		-	-
- dues to other than micro and small enterprises	16a	21.69	8.52
(iii) Other Financial Liabilities	16b	894.87	864.04
(b) Provisions	17	277.05	250.77
(c) Deferred tax liabilities (Net)	18	4,902.85	3,614.50
(d) Other non-current liabilities	19	520.16	735.68
Total Non-Current Liabilities		33,472.50	34,091.23
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	13,710.83	13,344.44
(ii) Trade payables			
- dues to micro and small enterprises	21	662.44	453.97
- dues to other than micro and small enterprises	21	12,519.58	8,335.71
(iii) Other financial liabilities	22	7.51	100.84
(b) Other current liabilities	23	1,772.01	1,326.96
(c) Provisions	24	1,278.71	2,344.18
(d) Current Tax Liabilities (Net)		-	-
Total Current Liabilities		29,951.08	25,906.09
Total Equity and Liabilities :		99,762.01	88,676.01

The accompanying Notes 1 to 63 are integral part of these Standalone Financial Statements.

As per our report of even date attached.

For **Pankaj R Shah & Associates**

Chartered Accountants
(Firm Regn.No.107361W)

For and on behalf of the Board of Directors,
Rushil Décor Limited

CA Nilesh Shah

Partner
Membership No.107414
UDIN: 23107414BGUYZK7367

[Krupesh G. Thakkar]

Chairman
DIN :01059666

[Rushil K. Thakkar]

Director
DIN :06432117

[Keyur M. Gajjar]

Chief Executive Officer

[Hiren B. Padhya]

Chief Financial Officer

[Hasmukh K. Modi]

Company Secretary

Place : Ahmedabad
Date : 4th May, 2023

STANDALONE STATEMENT OF PROFIT AND LOSSFOR THE YEAR ENDED 31ST MARCH, 2023

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(₹ in Lakhs)

Sr. No	Particulars	Note No.	Year ended 31 st March, 2023	Year ended 31 st March, 2022
I	Revenue from Operations	25	83,839.51	62,416.90
II	Other Income	26	137.54	141.24
III	Total Income (I +II)		83,977.05	62,558.14
IV	Expenses:			
	(a) Cost of Materials Consumed	27	43,308.71	35,971.86
	(b) Purchases of Stock-in-Trade	28	-	205.56
	(c) Changes in Inventories of Finished goods, Stock-in-Trade and Work-in-progress	29	(1,760.62)	(4,532.26)
	(d) Employee Benefits Expense	30	4,714.24	4,073.95
	(e) Finance Costs	31	2,353.57	2,030.84
	(f) Depreciation and Amortisation Expense		2,598.44	2,436.81
	(g) Other Expenses	32	22,638.15	19,303.66
	Total Expenses (IV)		73,852.49	59,490.43
V	Profit before exceptional items and tax (III- IV)		10,124.56	3,067.71
VI	Exceptional Items (Refer Note No. 49)		-	-
	Profit before tax (V+VI)		10,124.56	3,067.71
VII	Tax expense :	33		
	(1) Current Tax (Including Short/Excess provision of earlier years)		1,076.96	-
	(2) Deferred Tax		1,280.47	787.25
	Total Tax Expenses (VII)		2,357.43	787.25
VIII	Profit for the period (VI -VII)		7,767.13	2,280.47
IX	Other Comprehensive Income (OCI)			
	A (i) Items that will not be reclassified to profit or loss		(31.34)	(9.90)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		7.89	2.49
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Total Other Comprehensive Income (IX)		(23.45)	(7.41)
X	Total Comprehensive Income for the period (VIII + IX) (Comprising Profit and Other Comprehensive Income for the period)		7,743.68	2,273.06
XI	Earnings per equity share (Face Value of ₹ 10/- each)			
	Basic & Diluted (Refer Note No. 34) (₹)	34	39.01	11.45

The accompanying Notes 1 to 63 are integral part of these Standalone Financial Statements.

As per our report of even date attached.
For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No.107361W)

CA Nilesh Shah
Partner
Membership No.107414
UDIN: 23107414BGUYZK7367

[Krupesh G. Thakkar]
Chairman
DIN :01059666

[Keyur M. Gajjar]
Chief Executive Officer

For and on behalf of the Board of Directors,
Rushil Décor Limited

[Rushil K. Thakkar]
Director
DIN :06432117

[Hiren B. Padhya]
Chief Financial Officer

[Hasmukh K. Modi]
Company Secretary

Place : Ahmedabad
Date : 4th May, 2023



STANDALONE STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31ST MARCH, 2023

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(₹ in Lakhs)		
Particulars	31 st March, 2023	31 st March, 2022
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax as per Standalone Statement of Profit & Loss	10,124.56	3,067.71
Adjustments for		
Re-measurement gain/(loss) on defined benefit plans	31.34	(9.90)
Depreciation and Amortisation expense	2,598.44	2,436.81
Interest and Finance cost	2,353.57	2,030.84
(Profit)/Loss on disposal of Property, Plant and Equipment	(5.08)	0.26
	4,978.27	4,458.01
Operating Profit Before Working Capital Changes	15,102.83	7,525.73
Adjustment for Change In:		
(Increase) / Decrease in Inventories	(3,131.79)	(7,115.12)
(Increase) / Decrease in Trade Receivables	(3,734.59)	(2,503.81)
(Increase) / Decrease in Financial Assets	121.50	86.34
(Increase) / Decrease in Other Assets	906.87	681.48
Increase / (Decrease) in Trade Payables	4,405.51	769.03
Increase / (Decrease) in Financial Liabilities	(62.50)	37.08
Increase / (Decrease) in Other Liabilities	255.82	(1,382.68)
Increase / (Decrease) in Short Term Provisions	(1,065.47)	1,265.59
	(2,304.65)	(8,162.08)
	12,798.18	(636.35)
Direct Taxes Paid (Net of Refunds)	(1,309.90)	(23.25)
Net Cash Generated From Operations	11,488.28	(659.60)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment (including WIP & Pre-operative Expenses)	(7,310.83)	(3,041.61)
Sale of Property, Plant and Equipment	8.11	1.88
Loans (Given)	(73.13)	(8.88)
Changes in Non Current Assets	(233.34)	1,548.30
Net Cash Generated From Investing Activities	(7,609.19)	(1,500.32)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Issue of share capital	(0.56)	17.56
Securities premium	(30.75)	72.87
Increase / (Decrease) in Long term borrowings	(1,761.84)	(903.39)
Increase / (Decrease) in Short term borrowings	366.38	4,998.84
Interest and Finance cost	(2,353.57)	(2,030.84)
Dividend Paid (Including Tax On Dividend)	(99.53)	(99.51)
Net Cash Generated From Financing Activities	(3,879.87)	2,055.52
Net Increase In Cash & Cash Equivalents	(0.78)	(104.40)
Cash & Cash Equivalents At		
Opening	51.50	155.90
Closing	50.72	51.50
Cash & Cash Equivalent as per above comprises of the following:		
Cash & Cash Equivalent (Refer Note No.9)	50.72	51.50

The accompanying Notes 1 to 63 are integral part of these Standalone Financial Statements.

Notes: 1. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS-7) Statement of Cashflows.

This is the Cashflow Statement referred to in our report of even date.

As per our report of even date attached.
For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No.107361W)

For and on behalf of the Board of Directors,
Rushil Décor Limited

CA Nilesh Shah
Partner
Membership No.107414
UDIN: 23107414BGUYZK7367

[Krupesh G. Thakkar]
Chairman
DIN :01059666

[Rushil K. Thakkar]
Director
DIN :06432117

[Keyur M. Gajjar]
Chief Executive Officer

[Hiren B. Padhya]
Chief Financial Officer

[Hasmukh K. Modi]
Company Secretary

Place : Ahmedabad
Date : 4th May, 2023

STANDALONE STATEMENT OF CHANGES IN EQUITYFOR THE YEAR ENDED 31ST MARCH, 2023

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

A) EQUITY SHARE CAPITAL	(₹ in Lakhs)
Particulars	
For the year ended 31st March, 2023	
Balance as at 1 st April, 2022	1,991.26
Changes in equity share capital during the year :	
Issued during the year	-
Excess money received on call Money refunded	(0.56)
Balance as at 31st March, 2023	1,990.70
For the year ended 31st March, 2022	
Balance as at 1 st April, 2021	1,973.44
Changes in equity share capital during the year :	
Issued during the year	17.82
Excess money received on call Money refunded	-
Balance as at 31st March, 2022	1,991.26

B) OTHER EQUITY**Reconciliation of Other Equity as at 31st March, 2023**

Particulars	Reserves and Surplus						Total
	Capital Redemption Reserve	Securities Premium	Amalgamation Reserve	Remeasurement of the defined benefit plan	General Reserve	Revaluation Reserve	
Balance at the beginning of the reporting period	0.50	9,972.76	33.00	(53.63)	60.00	1,767.15	26,687.42
Issued during the period	-	-	-	-	-	-	-
Converted into Equity Shares	-	-	-	-	-	-	-
Received against shares issued / (Deduction for Right Issue Expenses) during the year	-	(30.75)	-	-	-	-	(30.75)
Depreciation transferred (to)/from Revaluation Reserve	-	-	-	-	-	-	-
Dividend on Equity Shares	-	-	-	-	-	(99.53)	(99.53)
Tax on Dividend	-	-	-	-	-	-	-
Adjustments as per Ind AS	-	-	-	-	-	-	-
Profit for the year	-	-	-	23.45	-	-	7,767.13
Other Comprehensive Income for the year	-	-	-	-	-	-	23.45
Balance at the end of the reporting period	0.50	9,942.01	33.00	(30.18)	60.00	1,767.15	34,347.73



STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH, 2023

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

Reconciliation of Other Equity as at 31st March, 2022

Particulars	Reserves and Surplus					Total		
	Capital Redemption Reserve	Securities Premium	Amalgamation Reserve	Remeasurement of the defined benefit plan	General Reserve		Revaluation Reserve	Retained Earnings
Balance at the beginning of the reporting period	0.50	9,900.16	33.00	(46.22)	60.00	1,767.15	12,726.68	24,441.28
Issued during the period	-	-	-	-	-	-	-	-
Converted into Equity Shares	-	-	-	-	-	-	-	-
Received against share issue to Qualified Institutional Investors	-	72.60	-	-	-	-	-	72.60
Depreciation transferred (to)/from Revaluation Reserve	-	-	-	-	-	-	-	-
Dividend on Equity Shares	-	-	-	-	-	-	(99.51)	(99.51)
Tax on Dividend	-	-	-	-	-	-	-	-
Adjustments as per Ind AS	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	-	2,280.47	2,280.47
Other Comprehensive Income for the year	-	-	-	(7.41)	-	-	-	(7.41)
Balance at the end of the reporting period	0.50	9,972.76	33.00	(53.63)	60.00	1,767.15	14,907.64	26,687.42

The accompanying notes are integral part of these Standalone Financial Statements. This is the Statement of Changes in Equity referred to in our report of even date.

As per our report of even date attached.

For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No.107361W)

CA Nilesh Shah

Partner
Membership No.107414
UDIN: 23107414BGUYZK7367

For and on behalf of the Board of Directors,
Rushil Décor Limited

[Krupesh G. Thakkar]

Chairman
DIN :01059666

[Rushil K. Thakkar]

Director
DIN :06432117

[Keyur M. Gajjar]

Chief Executive Officer

[Hiren B. Padhyal]

Chief Financial Officer

[Hasmukh K. Modi]

Company Secretary

Place : Ahmedabad

Date : 4th May, 2023

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

A. DISCLOSURE OF ACCOUNTING POLICIES

(a) CORPORATE INFORMATION

The Company is a Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on The National Stock Exchange and The Bombay Stock Exchange. The Company is primarily engaged in manufacturing and sale of Laminate Sheets, Medium Density Fibre Board, Pre-laminated Medium Density Fibre Board boards, and Polyvinyl Chloride Board. The Company presently has manufacturing facilities at Iitla, Mansa and Dholakuva in (Gujarat), Chikkamagaluru (Karnataka) and Atchutapuram (Andhra Pradesh).

Recent Accounting Pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31st March, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS1-Presentation of Financial Statements:

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

Ind AS8-Accounting Policies, Changes in Accounting Estimates and Errors:

This amendment has introduced a definition of ‘accounting estimates’ and included amendments to IndAS8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind AS12-IncomeTaxes:

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement.

(b) BASIS OF PREPARATION OF FINANCIAL STATEMENTS :

These Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 (“the Act”) (to the extent notified) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The Financial Statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company’s operating cycle and other criteria set out in Ind AS 1 – ‘Presentation of Financial Statements’ and Schedule III to the Companies Act, 2013.

Accounting policies have been consistently applied consistently to all the periods presented in the financial statements.

The financial statements are presented in Indian Rupees (₹). Where changes are made in presentation, the comparative figures of the previous year are regrouped and re-arranged accordingly.

(c) USE OF ESTIMATES :

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management’s best knowledge of current events and actions, actual results could differ from these estimates.

(d) PROPERTY, PLANT AND EQUIPMENT:

- i) Property, Plant and Equipment are stated at original cost (net of tax/duty credit availed) less accumulated depreciation and impairment losses except freehold land which is carried at fair value.



NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

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Cost includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition, and pre-operative expenses including attributable borrowing costs incurred during pre-operational period.

- ii) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.
- iii) Assets which are not ready for their intended use on reporting date are carried as capital work-in-progress at cost, comprising direct cost and related incidental expenses.
- iv) Property, Plant and Equipment including continuous process plants are depreciated and/or amortized on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Depreciation is provided on straight line method over its useful life (as per schedule III of the Companies Act 2013)
- v) Depreciation in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use. The provision for depreciation for multiple shifts has been made in respect of eligible assets on the basis of operation of respective units.
- vi) An asset's carrying amount is written down immediately on discontinuation to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit/ Loss on Sale and Discard of Fixed Assets.
- vii) Useful lives of the Property, Plant and Equipment as notified in Schedule II to the Companies Act, 2013 are as follows :
Buildings - 30 to 60 years

Plant and Equipments - 15 to 25 years

Furniture and Fixtures - 10 years

Vehicles - 8 to 10 years

Office Equipments - 5 to 10 years

Others – Computer Hardware 3 to 6 years

- viii) At each balance sheet date, the Company reviews the carrying amount of property, plant and equipment to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

(e) INTANGIBLE ASSETS:

- i) Intangible assets acquired by payment e.g. Computer Software is disclosed at cost less amortization on a straight-line basis over its estimated useful life.
- ii) Intangible assets are carried at cost, net of accumulated amortization and impairment loss, if any.
- iii) Intangible assets are amortized on straight-line method as follows :
Computer Software - 5 years
- iv) At each balance sheet date, the Company reviews the carrying amount of intangible assets to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

(f) REVENUE RECOGNITION:

- i) Revenue comprises of all economic benefits that arise in the ordinary course of activities of the Company which result in increase in Equity, other than increases relating to contributions from equity participants. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)**

- ii) Sale of Goods: Revenue from sales of goods is recognized upon transfer of control to the customers. Revenue shown in the Statement of Profit and Loss are excluding of inter-transfers, returns, trade discounts, cash discounts, Goods and Service Tax.
- iii) Services: Revenue from Services are recognized as and when the services are rendered.
- iv) Export incentives under various schemes are accounted in the year of export.
- v) Interest: Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

(G) EMPLOYEE BENEFITS:

- i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- ii) Post Employment and Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972.
- iii) The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of reporting period on government bonds that have terms approximating to the terms of the related obligation.
- iv) Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organization established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid.

(H) VALUATION OF INVENTORIES

- i) The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. The costs of Raw Materials, Stores and spare parts etc., consumed consist of purchase price including duties and taxes (other than those subsequently recoverable by the enterprise from the taxing authorities), freight inwards and other expenditure directly attributable to the procurement.
- ii) Stock of Raw Materials are valued at cost and of those in transit and at port related to these items are valued at cost to date. Goods and materials in transit are valued at actual cost incurred up to the date of balance sheet. Material and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.
- iii) Stock of Stores and spare parts are valued at cost; and of those in transit and at port related to these items are valued at cost.
- iv) Goods-in-process is valued at lower of cost or net realizable value.
- v) Stock of Finished goods is valued at lower of cost or net realizable value, and Stock at port is valued at Cost.
- vi) Stock-in-trade is valued at lower of cost or net realizable value.

(I) CASH FLOW STATEMENT:

- i) Cash flows are reported using indirect method, where by profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated.
- ii) Cash and cash equivalents in the balance sheet comprise cash at bank, cash/cheques in hand and short term investments with an original maturity of three months or less.

(J) FINANCIAL ASSETS:

- i) The Company classifies its financial assets as those to be measured subsequently at fair value



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(through the standalone Statement of Profit and loss).

- ii) Trade receivables represent receivables for goods sold by the Company up to the end of the financial year. The amounts are generally unsecured and are usually received as per the terms of payment agreed with the customers. The amounts are presented as current assets where receivable is due with-in 12 months from the reporting date.
- iii) Trade receivables are impaired using the lifetime expected credit loss model under simplified approach. The Company uses a matrix to determine the impairment loss allowance based on its historically observed default rates over expected life of trade receivables and is adjusted for forward looking estimates. At every reporting date, the impairment loss allowance is determined and updated and the same is deducted from Trade Receivables with corresponding charge/credit to the standalone Statement of Profit and Loss.
- iv) A financial asset is derecognized only when the Company has transferred the rights to receive cash flows from the financial asset, or when it has transferred substantially all the risks and rewards of the asset, or when it has transferred the control of the asset.

(K) FINANCIAL LIABILITIES:

- i) Borrowings are initially recognized and subsequently measured at amortized cost, net of transaction costs incurred. The transaction costs is amortized over the period of borrowings using the effective interest method in Capital Work in Progress up to the commencement of related Plant, Property and Equipment and subsequently under finance costs in the standalone Statement of profit and loss .
- ii) Borrowings are removed from balance sheet when the obligation specified in the contract is discharged, cancelled or expired.
- iii) Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.
- iv) Trade Payables represent liabilities for goods and services provided to the Company up to the end of the financial year. The amounts are unsecured and are usually paid as per the terms of payment

agreed with the vendors. The amounts are presented as current liabilities unless payment is not due within 12 months after the reporting period.

- v) Financial assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.
- vi) Derivative financial instruments are in the nature of Forward contracts. Forward contracts are executed to hedge the foreign exchange rate with respect to liabilities for goods and services in foreign currencies.
- vii) Derivative financial instruments are recognized initially and subsequently at fair value through mark to market valuation obtained from Forex Advisors. Gain or loss arising from the changes in fair value of derivatives is debited to the foreign exchange fluctuations in the standalone statement of profit and loss.

(L) FAIR VALUE MEASUREMENT:

- i) The Company measures financial instruments such as derivatives at fair value at each balance sheet date.
- ii) The Company also measures Land at fair value at each balance sheet date.
- iii) Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.
- iv) The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.
- v) A fair value measurement of a non- financial asset takes into account a market participant's ability to

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generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

- vi) The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.
- vii) All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized with in the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of following three levels:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs are other than quoted prices included with in level 1 that are observable for the assets or liabilities either directly (pear prices) or indirectly (i.e. derived prices).

Level 3 – Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a Valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

(M) FOREIGN CURRENCY TRANSACTIONS:

- i) The Company's financial statements are presented in Indian Rupees ('₹'), which is also the Company's functional currency.
- ii) Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income or expenses in the period in which they arise.
- iii) Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

(N) LEASE

Operating Lease

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

(O) BORROWING COSTS:

- i) Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.
- ii) General and specific borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use.
- iii) All other borrowing costs are expensed in the period in which they are incurred.



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(P) ACCOUNTING FOR TAXES ON INCOME:

- i) Tax expenses comprise of current tax and deferred tax including applicable surcharge and cess.
- ii) Current Income tax is computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.
- iii) Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profits against which the deductible temporary differences, and the carry forward unused tax credits and unused tax losses can be utilized.
- iv) The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it becomes probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.
- v) Deferred tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income. As such, deferred tax is also recognized in other comprehensive income.

- vi) Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the Deferred Tax Assets and Deferred Tax Liabilities relate to taxes on income levied by same governing taxation laws.

(Q) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

- i) Provisions are made when (a) the Company has a present legal or constructive obligation as a result of past events; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate is made of the amount of the obligation.
- ii) Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts. Contingent liabilities is disclosed in case of a present obligation from past events (a) when it is not probable that an outflow of resources will be required to settle the obligation; (b) when no reliable estimate is possible; (c) unless the probability of outflow of resources is remote.
- iii) Contingent assets are not accounted but disclosed by way of Notes on Accounts where the inflow of economic benefits is probable.

(R) CURRENT AND NON-CURRENT CLASSIFICATION:

- i) The Normal Operating Cycle for the Company has been assumed to be of twelve months for classification of its various assets and liabilities into "Current" and "Non-Current".
- ii) The Company presents assets and liabilities in the balance sheet based on current and non-current classification.
- iii) An asset is current when it is (a) expected to be realized or intended to be sold or consumed in normal operating cycle; (b) held primarily for the purpose of trading; (c) expected to be realized within twelve months after the reporting period; (d) Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.
- i) A liability is current when (a) it is expected to be settled in normal operating cycle; (b) it is held primarily for the purpose of trading; (c) it is due

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to be discharged within twelve months after the reporting period;(d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

(S) GOVERNMENT GRANTS

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

When the grant relates to an asset, it is recognized as income in equal amounts over the expected remaining useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to the standalone statement of profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

(T) SEGMENT REPORTING:

- i) Operating Segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The CODM assesses the financial performance and position of the Company, and makes strategic decisions. The CODM consists of the Chairman, Managing Director, Chief Executive Officer and Chief Financial Officer.
- ii) The Company's operating businesses are organized and managed separately according to the nature of products, with each segment representing a strategic business unit that offers different products and serves different markets. The identifiable segments are Manufacturing and Sale of (a) Decorative Laminated Sheets (b) Medium Density Fiber Board and (c) Polyvinyl Chloride Board.
- iii) The analysis of geographical segment is based on the geographical location of the customers. The geographical segments considered for disclosure are (a) Sales within India include sales to customers located within India; (b) Sales outside India include sales to customers located outside India.

- iv) Common allocable costs are allocated to each segment according to the ratio of their respective turnover to the total turnover.
- v) The Unallocated Segment includes general corporate income and expense items, which are not allocated to any business segment.

(U) RELATED PARTY TRANSACTIONS:

- i) A related party is a person or entity that is related to the reporting entity preparing its financial statements
 - (a) A person or a close member of that person's family is related to reporting entity if that person;
 - (i) has control or joint control of the reporting entity;
 - (ii) has significant influence over the reporting entity; or
 - (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
 - (b) An entity is related to a reporting entity if any of the following conditions applies;
 - (i) the entity and the reporting entity are members of the same group(which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) One entity is an associate or joint venture of the other entity(or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) Both entities are joint ventures of the same third party;
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a);
 - (vii) A person identified in (a)
 - (i) Has significant influence over the entity or is a member of the key management personnel of the entity(or of a parent of the entity);



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(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

- ii) A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Compensation includes all employee benefits i.e. all forms of consideration paid, payable or provided by the entity, or on behalf of the entity, in exchange for services rendered to the entity. It also includes such consideration paid on behalf of a parent of the entity in respect of the entity.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

- iii) Disclosure of related party transactions as required by the accounting standard is furnished in the Notes on the Standalone Financial Statements.

(V) EARNINGS PER SHARE:

- i) Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- ii) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(W) EXPENSES FOR CORPORATE SOCIAL RESPONSIBILITY:

- i) In case of CSR activities undertaken by the Company, if any expenditure of revenue nature is incurred or an irrevocable contribution is made to any agency to be spent by the latter on any of the activities mentioned in Schedule VII to the

Companies Act, 2013, the same is charged as an expense to its Statement of Profit and Loss.

- ii) In case, the expenditure incurred by the Company is of such a nature which gives rise to an asset, such an asset is recognized where the Company retains the control of the asset and any future economic benefit accrues to it. A liability incurred by entering in to a contractual obligation is recognized to the extent to which CSR activity is completed during the year.

(X) CRITICAL ACCOUNTING JUDGMENTS, ASSUMPTIONS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Standalone Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the standalone financial statements:

(i) Determination of Functional Currency

Currency of the primary economic environment in which the Company operates ("the functional currency") is Indian Rupee (₹) in which the Company primarily generates and expends cash. Accordingly, the Management has assessed its functional currency to be Indian Rupee (₹) i.e. ₹ in Lakhs.

(ii) Evaluation of Indicators for Impairment of Property, Plant and Equipment

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline asset's value, significant changes in the technological, market,

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economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the asset etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment.

b) Assumptions and Estimation Uncertainties

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

(i) Useful lives of Property, Plant and Equipment/ Intangible Assets

Property, Plant and Equipment/ Intangible Assets are depreciated/amortized over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Company's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortization to be recorded during any reporting period. The depreciation/amortization for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortized/depreciable amount is charged over the remaining useful life of the assets.

(ii) Contingent Liabilities

In the normal course of business, Contingent Liabilities may arise from litigation and other claims against the Group. Potential liabilities that

are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the Notes but are not recognized. Potential liabilities that are remote are neither recognized nor disclosed as contingent liability. The management decides whether the matters need to be classified as 'remote', 'possible' or 'probable' based on expert advice, past judgements, experiences etc.

(iii) Evaluation of Indicators for Impairment of Property, Plant and Equipment

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline in asset's value, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the idle assets etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment and such assessment is based on estimates, future plans as envisaged by the Company.

(iv) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.



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1 PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK-IN-PROGRESS

(₹ in Lakhs)

Particulars	Freehold Land	Buildings	Plant And Equipments	Furniture And Fixtures	Vehicles	Computers	TOTAL
Cost of Assets							
As at 1 st April, 2022	4,849.94	15,181.46	47,190.25	737.70	764.23	172.29	68,895.86
Addition	-	1,876.76	4,210.09	222.39	230.58	126.28	6,666.09
Disposal / Adjustments	-	-	2.18	-	38.35	0.37	40.90
Transfer	-	-	-	-	-	-	-
As at 31st March, 2023	4,849.94	17,058.22	51,398.15	960.09	956.46	298.19	75,521.06
Depreciation							
As at 1 st April, 2022	-	1,913.95	6,787.22	250.56	466.47	130.16	9,548.36
Charge for the period	-	513.84	1,870.58	75.33	43.22	35.77	2,538.74
Disposal / Adjustments	-	-	1.33	-	36.43	0.10	37.87
Transfer	-	-	-	-	-	-	-
As at 31st March, 2023	-	2,427.79	8,656.47	325.89	473.25	165.83	12,049.23
Net Block							
As at 31 st March, 2022	4,849.94	13,267.51	40,403.02	487.14	297.77	42.12	59,347.50
As at 31st March, 2023	4,849.94	14,630.43	42,741.68	634.21	483.21	132.36	63,471.83

2 OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Softwares
Cost of Assets	
As at 1 st April, 2022	86.38
Addition	682.72
Disposal / Adjustments	-
As at 31st March, 2023	769.10
Amortisation	
As at 1 st April, 2022	53.52
Charge for the period	59.70
Disposal / Adjustments	-
As at 31st March, 2023	113.22
Net Block	
As at 31 st March, 2022	32.86
As at 31st March, 2023	655.88

CAPITAL WORK IN PROGRESS INCLUDING PRE-OPERATIVE EXPENSES :

(₹ in Lakhs)

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
At the beginning of the year	47.24	103.92
Add: Additions during the year	9.25	-
Less: Capitalised during the year	47.24	56.69
Balance at the end of year	9.25	47.24

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1.1 Details of Capital Work in Progress (CWIP)

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				TOTAL
	less than 1 year	1-2 years	2-3 years	more than 3 years	
As at 31st March, 2023					
Projects in Progress	9.25	-	-	-	9.25
Projects temporarily Suspended	-	-	-	-	-
As at 31st March, 2022					
Projects in Progress	-	-	1.04	46.20	47.24
Projects temporarily Suspended	-	-	-	-	-

3 INVESTMENTS (AT AMORTISED COST):

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
(a) Investment in unquoted equity instruments				
Total 125 number of Equity shares of Indian Laminate Manufactures Association at ₹ 1000/- per share fully paid up		1.25		1.25
		1.25		1.25

4 TRADE RECEIVABLES :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Non-current Trade Receivable				
Unsecured, considered good unless otherwise stated		355.19		238.76
		355.19		238.76

As at 31st March, 2023

(₹ in Lakhs)

PARTICULARS	UNBILLED	NOT DUE	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					TOTAL
			LESS THAN 6 MONTHS	6 MONTHS- ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
			(i) Undisputed Trade Receivable - Considered Good	-	-	-	24.10	
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	3.00	2.81	47.24	53.06
(v) Disputed Trade Receivables	-	-	-	-	-	-	-	-



NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

As at 31st March, 2023

(₹ in Lakhs)

PARTICULARS	UNBILLED	NOT DUE	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					TOTAL
			LESS THAN 6 MONTHS	6 MONTHS- ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
			which have significant increase in credit risk					
(vi) Disputed Trade Receivables	-	-	-	-	-	-	-	-
Credit impaired								
Total	-	-	-	24.10	146.85	20.62	163.62	355.19

As at 31st March, 2022

(₹ in Lakhs)

PARTICULARS	UNBILLED	NOT DUE	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					TOTAL
			LESS THAN 6 MONTHS	6 MONTHS- ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
			(i) Undisputed Trade Receivable - Considered Good	-	-	-	0.12	
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- Credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- Considered Good	-	-	-	3.00	2.81	-	114.24	120.05
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables Credit impaired	-	-	-	-	-	-	-	-
Total	-	-	-	3.12	5.83	16.29	213.53	238.76

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

5 LOANS :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Unsecured considered good unless otherwise stated				
- Loans to Staff		8.26		8.26
- Loans		-		-
		8.26		8.26

5a LOANS :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Other financial assets :				
Security Deposit		969.55		1022.93
		969.55		1022.93

6 OTHER NON-CURRENT ASSETS :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Unsecured considered good unless otherwise stated				
(a) Advance for Capital goods		445.34		212.01
(b) Advance other than Capital goods		52.67		23.15
(c) Other Loan and advances (including Balances with Government authorities)		-		42.26
(d) Advance Income Tax , TDS & TCS		20.48		34.60
		518.49		312.02

7 INVENTORIES (AS TAKEN, VALUED AND CERTIFIED BY DIRECTOR)

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
(a) Raw Materials		4,340.35		4,639.15
(b) Work in progress		2,314.78		1,234.78
(c) Finished goods (Finished Goods at Port ₹ 308.83 Lakhs P.Y ₹ 307.62 Lakhs)		7,972.21		7,291.59
(d) Stores and spares		4,029.98		2,360.97
(e) Power & Fuel		16.83		15.87
		18,674.15		15,542.36



NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

8 TRADE RECEIVABLES :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Unsecured, considered good unless otherwise stated		11,874.09		8,255.92
TOTAL		11,874.09		8,255.92

8 TRADE RECEIVABLE AGING SCHEDULE (CURRENT)

As at 31st March, 2023

(₹ in Lakhs)

PARTICULARS	UNBILLED	NOT DUE	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					TOTAL
			LESS THAN 6 MONTHS	6 MONTHS- ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
(i) Undisputed Trade Receivable -Considered Good	-	3,000.46	8,605.02	160.90	61.89	2.81	1.69	11,832.76
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- Credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- Considered Good	-	-	9.43	24.26	2.83	4.80	-	41.32
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables Credit impaired	-	-	-	-	-	-	-	-
Total	-	3,000.46	8,614.45	185.16	64.72	7.61	1.69	11,874.09

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

As at 31st March, 2022

(₹ in Lakhs)

PARTICULARS	UNBILLED	NOT DUE	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					TOTAL
			LESS THAN 6 MONTHS	6 MONTHS- ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
			(i) Undisputed Trade Receivable - Considered Good	-	4,756.03	3,319.87	90.90	
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- Credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- Considered Good	-	-	4.76	11.56	14.84	7.55	13.32	52.03
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables Credit impaired	-	-	-	-	-	-	-	-
Total	-	4,756.03	3,324.64	102.46	48.03	11.45	13.32	8,255.92

9 CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
(a) Balances with Scheduled Banks				
In current Account		3.39		5.00
In EEFC Account in US\$		-		-
In EEFC Account in EURO		-		-
In Dividend Account		7.51		2.18
(b) Cash on hand		39.81		44.32
		50.72		51.50

10 OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
(a) Fixed Deposit with Banks*		490.35		558.47
* The Company has pledged above margin money deposit with bank as margin money against credit facilities towards bank guarantee and letter of credit.				
		490.35		558.47



NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

11 CURRENT TAX ASSETS

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Income Tax Refund Receivable		-		35.77
Advance Tax (2022-23)		282.84		-
		282.84		35.77

12 OTHER CURRENT ASSETS (UNSECURED CONSIDERED GOOD):

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Balance with government authorities		745.81		1,521.89
Licence on hand & Licence Receivables		986.62		891.42
Advance to Suppliers		368.11		390.03
Prepaid Expenses		180.06		405.24
Other Advances		37.57		3.72
		2,318.17		3,212.30

13 SHARE CAPITAL :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Authorised :				
4,00,00,000 (P.Y 3,00,00,000) Equity Shares of ₹ 10/- each		4,000.00		3,000.00
		4,000.00		3,000.00
Issued & Subscribed and Paid up :				
1,99,06,261 (P.Y. 1,98,99,596) Equity Shares of ₹ 10/- each fully paid up (C.Y.Including share forfeiture money of ₹ 7,827.5 (2182 shares))		1,990.70		1,989.96
Nil (P.Y. 8847) Equity Shares of ₹ 10/- each Partly paid up (Partly Paid up shares includes excess money received on fully paid up shares)		-		1.30
		1,990.70		1,991.26

(₹ in Lakhs)

1) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year	In numbers	31 st March, 2023	In numbers	31 st March, 2022
At the beginning of period	1,99,08,443	1,991.26	1,99,08,443	1,973.44
Issued during the year	-	-	-	17.82
Forfeiture during the year	(2,182)	-	-	-
Excess money received on call Money refunded	-	(0.56)	-	-
Outstanding at the end of year	1,99,06,261	1,990.70	1,99,08,443	1,991.26

Note : The Company has only one class of shares having Par value of ₹ 10 per share. Each share Holder is eligible for one vote per share.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

2) Details of shares held by each shareholder holding more than 5% shares:	As at 31 st March, 2023	As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2022
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Ghanshyambhai Ambalal Thakkar	-	-	21,68,832	10.89
Deenuben Ghanshyambhai Thakkar*	25,23,986	12.68	3,55,154	1.78
Krupesh Ghanshyambhai Thakkar and Deenuben Ghanshyambhai Thakkar Repre. Rushil International (Partnership Firm)**	26,59,207	13.36	26,59,207	13.36
Krupesh Ghanshyambhai Thakkar	30,61,939	15.38	30,61,939	15.38
Krupesh G. Thakkar Karta of Krupesh Ghanshyambhai Thakkar (HUF)	20,02,134	10.06	20,02,134	10.06

*Total 21,68,832 Equity Shares were transmitted in the name of Deenuben Ghanshyambhai Thakkar from the demat account of Ghanshyambhai Ambalal Thakkar by operation of law (Transmission of Shares/ Will Probate) on 10th August, 2022. Hence, the Shareholding of Deenuben Ghanshyambhai Thakkar is changed in 2022-23.

**Krupesh Ghanshyambhai Thakkar and Ghanshyambhai Ambalal Thakkar Represents Rushil International - Partnership Firm. The name of the partnership firm has been updated in 2022-23 to “Krupesh Ghanshyambhai Thakkar and Deenuben Ghanshyambhai Thakkar Represents Rushil International “ (Partnership Firm).

3) Disclosure of Shareholding of Promoters	% of Change	As at 31 st March, 2023	As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2022
		Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights					
Ghanshyambhai Ambalal Thakkar	(10.89)	-	-	21,68,832	10.89
Krupesh Ghanshyambhai Thakkar and Deenuben Ghanshyambhai Thakkar Repre. Rushil International (Partnership Firm)	-	26,59,207	13.36	26,59,207	13.36
Krupesh Ghanshyambhai Thakkar	-	30,61,939	15.38	30,61,939	15.38
Krupesh G. Thakkar Karta of Krupesh Ghanshyambhai Thakkar (HUF)	-	20,02,134	10.06	20,02,134	10.06
Krupa Krupesh Thakkar	-	4,06,875	2.04	4,06,875	2.04
Dinuben Ghanshyambhai Thakkar	10.90	25,23,986	12.68	3,55,154	1.78
Rushil Krupesh Thakkar	-	3,00,420	1.51	3,00,420	1.51



NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

14 OTHER EQUITY :

Particulars	(₹ in Lakhs)			
	Amount	31 st March, 2023	Amount	31 st March, 2022
a) Capital Redemption Reserve				
(For Redemption of Preference Share Capital)		0.50		0.50
b) Others				
1) Securities Premium				
Opening Balance	9,972.76		9,900.16	
Add : Addition during the year	-		72.60	
Less : Deduction during the year (Right Issue Expenses)	30.75		-	
	9,942.01	9,942.01	9,972.76	9,972.76
2) Amalgamation Reserve		33.00		33.00
3) General Reserve				
Opening Balance	60.00		60.00	
Add : Addition during the year	-	60.00	-	60.00
4) Revaluation Reserve (Fair value of land net of Deferred Tax Liability) (Refer Note No.46)				
Opening Balance	1,767.15		1,767.15	
Add : Addition during the year	-		-	
Less : Deduction during the year	-	1,767.15	-	1,767.15
5) Retained Earnings				
Balance Brought Forward From Previous Year	14,907.64		12,726.68	
Add: Profit/(Loss) for the year	7,767.13		2,280.47	
	22,674.77		15,007.15	
Less : Final Dividend on equity share (31 st March, 2023 per share ₹ 0.50 and 31 st March, 2022 per share ₹ 0.50)	99.53		99.51	
		22,575.24		14,907.64
6) Remeasurement of the defined benefit Plan				
Opening Balance	53.63		46.22	
Add: Addition during the year (net of Income Tax)	-		-	
Less: Deduction during the year (net of Income Tax)	23.45		7.41	
Closing Balance		30.18		53.63
Total (a + b (1) + b (2) + b (3) + b (4) + b (5) - b (6))		34,347.73		26687.42

Purpose of Reserves :

- a) **Capital Redemption Reserve** : As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilised in accordance with the provisions of section 69 of the Companies Act, 2013.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)**

- b) Security Premium :** Securities premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- c) General Reserve :** Under the erstwhile Indian Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn though the Company may transfer such percentage of its profits for the financial year as it may consider appropriate. Declaration of dividend out of such reserve shall not be made except in accordance with rules prescribed in this behalf under the Act.
- d) Amalgamation Reserve :** If the amalgamation is an 'amalgamation in the nature of merger', the identity of the reserves is preserved and they appear in the financial statements of the transferee company.
- e) Revaluation Reserve :** Amount of reserve created by company when fair market value of assets increase as compared to book value then the difference of profit is transferred to revaluation reserve and if value of any assets decreases then this reserve is used by company for balancing the losses
- f) Retained Earnings :** Retained Earnings are the profits and gains that the Company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.

15 BORROWINGS :

(₹ in Lakhs)

Particulars	31 st March, 2023	31 st March, 2023	31 st March, 2022	31 st March, 2022
	Current maturities	Non-Current Portion	Current maturities	Non-Current Portion
(a) Term Loan (refer note 1 below)				
From Banks				
I. Bank of Baroda (refer note 1 below)				
(a) Term loan A/c no 01500600021047	31.25	-	62.50	31.16
(b) Term loan A/c no 01500600021195	233.33	291.67	233.33	525.00
(c) Corporate loan A/c no 01500600021248	200.00	300.00	200.00	499.92
(d) Term loan A/c no 01500600021225	37.50	46.74	37.50	84.15
(e) Term loan A/c no 01500600021317	445.60	1,782.73	445.60	2,228.40
(f) Term loan A/c no 01500600021634	-	-	107.80	-
(g) Term loan A/c no 01500600023184	250.00	1,229.89	-	1,473.95
(h) Term loan External Commercial Borrowing (USD 15000000) [LRN 201809163]	2,054.13	8,216.50	1,827.88	9,541.75
(i) Term Loan A/c no 000701458777	145.98	319.91	-	-
II. ECA Loan from foreign bank (refer note 2 below)				
(a) Bayerische Landesbank and LBBW ECA [LRN.201809103]	1,585.92	7,929.34	1,525.72	8,927.49



NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(₹ in Lakhs)

Particulars	31 st March, 2023	31 st March, 2023	31 st March, 2022	31 st March, 2022
	Current maturities	Non-Current Portion	Current maturities	Non-Current Portion
III Yes Bank (refer note 3 below)				
(a) Business loan A/c no 021588900000352	-	-	105.07	589.47
(b) Business loan A/c no 021588900000480	-	-	4.19	22.08
(b) Unsecured Loans from related parties				
From Directors, Promoters and their related parties	-	5,789.25	18.91	3,825.10
(c) From Others				
Vehicle Loans (refer note 4 below)	174.25	397.66	139.43	269.11
Loan from LIC (refer note 5 below)	-	22.73	-	22.73
Loan from Financial Institution and Bank (refer note 6 below)	-	-	58.22	0.03
Loan from Karnataka VAT-II (refer note 7 below)	47.92	25.86	47.92	66.78
Loan from Karnataka VAT-III (refer note 7 below)	-	67.10	-	63.24
Loan from Karnataka VAT-IV (refer note 7 below)	-	55.28	-	52.10
Loan from Karnataka VAT-V (refer note 7 below)	-	97.84	-	92.22
Loan from Karnataka VAT-VI (refer note 7 below)	-	78.61	-	74.09
Inter corporate loans	-	-	-	-
(d) Deferred Revenue (KVAT LOAN) (refer note 7 below)	-	204.78	-	228.96
	5,205.88	26,855.88	4,814.07	28,617.72

Note: 1

Term loan from Bank of Baroda

Secured by way of

- Hypothecation of entire current assets of the Company present and future,
- Equitable mortgage of
 - Land, building and Plant & Machinery belonging to the Company both present and future to be constructed,
 - office premises situated at flat no 1 & 2 krinkal apartment, paldi, ahmedabad belonging to the Company
 - residential bunglow situated 4, pushpa dhanwa owners association, vastrapur, ahmedabad belonging to Shri KrupeshThakkar
 - plot situated at lati bazar, ahmedabad in the name of Shri Krupesh Thakkar
- 2nd Charge over machinery 800 CBM Capacity MDF board unit purchased from Siempelkamp - Germany and other related equipments/machineries financed by Byren LB and LBBW under supplier credit arrangement.
- Pledge of fixed deposit of ₹ 0.93 Crs
- secured by way of personal guarantee of Shri Krupesh Thakkar, Mr. Rushil Krupesh Thakkar.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

Term of Repayment

Particulars	Repayment Schedule
Corporate loan A/c No. 01500600021047	Corporate loan commenced from 2017-18 is to be repaid in 24 quarterly installments after completion of moratorium period of 12 months from the date of first disbursement. The interest is to be served on monthly basis.
Term loan A/c No. 01500600021195	Term loan commenced from 2018-19 is to be repaid in 24 quarterly installments after completion of moratorium period of 9 months from the date of commencement of commercial production in Equal amount. The interest is to be served on monthly basis.
Corporate loan A/c No. 01500600021248	Corporate loan commenced from 2019-20 is to be repaid in 24 quarterly installments after completion of moratorium period of 12 months from the date of first disbursement. The interest is to be served on monthly basis.
Term loan A/c No. 01500600021225	Term loan commenced from 2017-18 is to be repaid in 24 quarterly installments after completion of moratorium period of 12 months from the date of first disbursement. The interest is to be served on monthly basis.
Term loan A/c No. 01500600021317 (Rupee Term Loan for Andhra Pradesh Project)	Term loan commenced from 2022-23 is to be repaid in 24 quarterly installments after completion of 12 months from COD. The interest is to be served on monthly basis.
Term loan A/c No. 01500600021634	Term loan commenced from 2020-21 is to be repaid in 17 quarterly installments after completion of moratorium period of 6 months from the date of first disbursement. The interest is to be served on monthly basis.
Term loan A/c No. 01500600022738	Term loan commenced from 2023-24 is to be repaid in 7 quarterly installments after completion of moratorium period of 2 months from the date of first disbursement. The interest is to be served on monthly basis.
Corporate loan A/c No. 01500600023184	Corporate loan commenced from 2023-24 is to be repaid in 24 quarterly installments after completion of moratorium period of 12 months from the date of first disbursement as under. The interest is to be served on monthly basis.
ECB TERM LOAN (USD 15000000) (From BOB London for Andhra Pradesh Project)	ECB Term loan commenced from 2022-23 is to be repaid in 24 quarterly installments after completion of 12 months from COD. The interest is to be served on monthly basis.
Term loan A/c No. MOR000701458777	Term loan commenced from 2022-23 is to be repaid in 66 Monthly installments. The interest is to be served on monthly basis. Loan is secured by way of Equitable Mortgage of "Rushil Corporate House, Nr GIHED House, off Sindhu Bhawan Road, Nr. S.P. Ring Road, Ahmedabad-380058" belonging to Shri Kurpeshbhai G. Thakkar.

Note: Repayment amount is actual repayment to be made. While in books of Accounts the same is on outstanding basis after doing amortisation

Note: 2

Loan from Foreign Bank

Bayerische Landesbank and LBBW ECA [LRN.201809103], Germany	15 half yearly installments (14 installments of EURO 886583.31 and 1 installment of EURO 886583.30) starting from 15 th December, 2021.
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Secured by way of hypothecation of machinery, equipment for a Medium Density Fiberboard (MDF) manufacturing plant by Siemplelkamp Maschinen and Anlagenbau GmbH at plant situated of Rushil Decor Limited - Atchutapuram, Vishakhapatnam, Andhra Pradesh, India

Note: 3

Business loan from Yes Bank

Secured by way of Equitable Mortgage of a) residential bungalow situated 18,19, Pushpa dhanwa Bunglows, vastrapur, ahmedabad belonging to Shri Kurpeshbhai G. Thakkar b) Rushil Corporate House, Nr GIHED House, off Sindhu Bhawan Road, Nr. S.P. Ring Road, Ahmedabad-380058 belonging to Shri Kurpeshbhai G. Thakkar and also further secured by way of personal guarantee of Shri Krupesh Thakkar

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

Term of Repayment

Particulars	Repayment Schedule
Business loan A/c no 021588900000352	Payable in 120 monthly installments of ₹ 8.75 Lakhs commencing from November-2018
Business loan A/c no 021588900000480	Payable in 120 monthly installments of ₹ 0.35 Lakhs commencing from November-2018

Note : 4 Secured by hypothecation on vehicle purchased under hire purchase agreements.Repayment schedule is as under.

Name of Bank	Repayment Schedule
BANK OF BARODA LOAN	Vehicle Loans are to be repaid in monthly installments and the interest is to be served on monthly basis. The details of such are as below: (A) Six Bank of Baroda Vehicle Loans Commenced from 2020-21 (B) Six Bank of Baroda Vehicle Loans Commenced from 2021-22 (C) Nine Bank of Baroda Vehicle Loans Commenced from 2022-23
AXIS BANK LIMITED LOAN	Three Vehicle Loans Commenced from 2019-20 have been fully repaid through monthly installments during current 2022-23.
YES BANK LOAN	Two Vehicle Loans Commenced from 2019-20 have been fully repaid through monthly installments during current 2022-23.
YES BANK LOAN	Three Vehicle Loans Commenced from 2019-20 are to be repaid in monthly installments. The interest is to be served on monthly basis.
KOTAK MAHINDRA BANK LIMITED LOAN	One Vehicle Loan Commenced from 2017-18 has been fully repaid through monthly installments during current 2022-23.

Note : 5 Secured against pledge of keyman Insurance policies of directors.

Note : 6 Unsecured Loan from Financial Institution and Bank. Repayment schedule is as under.

Name of Bank	Repayment Schedule
ICICI BANK LIMITED. LOAN	Loan Commenced from 2020-21 has been fully repaid through monthly installments during current 2022-23.
IDFC FIRST BANK. LOAN	Loan Commenced from 2020-21 has been fully repaid through monthly installments during current 2022-23.
IIFL LIMITED. LOAN	Loan Commenced from 2020-21 has been fully repaid through monthly installments during current 2022-23.
MAGMA FINCORP LIMITED LOAN	Loan Commenced from 2020-21 has been fully repaid through monthly installments during current 2022-23.
TATA CAPITAL LIMITED. LOAN	Loan Commenced from 2020-21 has been fully repaid through monthly installments during current 2022-23.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

Note : 7

Loan from Karnataka VAT

Secured by way of Bank guarantee. The loan is repayable in 3 equal annual installment as per details mentioned below:

Due Date	Particulars of repayment of principal amount for VAT -II	Particulars of repayment of principal amount for VAT -III	Particulars of repayment of principal amount for VAT -IV	Particulars of repayment of principal amount for VAT-V	Particulars of repayment of principal amount for VAT-VI
1 st April, 2022	47.92	-	-	-	-
1 st April, 2023	47.92	29.64	-	-	-
1 st April, 2024	47.92	29.64	27.40	-	-
1 st April, 2025	-	29.64	27.40	54.42	-
1 st April, 2026	-	-	27.40	54.42	49.05
1 st April, 2027	-	-	-	54.42	49.05
1 st April, 2028	-	-	-	-	49.05
Total *	143.76	88.93	82.20	163.25	147.16

* Repayment amount is actual repayment to be made while in books, outstanding basis after doing amortisation

16a TRADE PAYABLES

(₹ in Lakhs)

Particulars	Amount 31 st March, 2023	Amount 31 st March, 2022
- Dues to micro and small enterprises	-	-
- Dues to other than micro and small enterprises	21.69	8.52
	21.69	8.52

16a TRADE PAYABLE AGING SCHEDULE (NONCURRENT)

As at 31st March, 2023

(₹ in Lakhs)

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT						
	UNBILLED	NOT DUE	LESS THAN ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	TOTAL
(i)							
MSME	-	-	-	-	-	-	-
(ii)							
OTHERS	-	-	5.66	7.69	0.44	7.90	21.69
(iii) Disputed Dues -MSME							
MSME	-	-	-	-	-	-	-
(iv) Disputed Dues Others							
OTHERS	-	-	-	-	-	-	-
Total	-	-	5.66	7.69	0.44	7.90	21.69



NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

As at 31st March, 2022

(₹ in Lakhs)

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT						
	UNBILLED	NOT DUE	LESS THAN ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	TOTAL
(i)							
MSME	-	-	-	-	-	-	-
(ii)							
OTHERS	-		2.64	0.93	1.49	3.46	8.52
(iii) Disputed Dues -MSME							
MSME	-	-	-	-	-	-	-
(iv) Disputed Dues Others							
OTHERS	-	-	-	-	-	-	-
Total	-	-	2.64	0.93	1.49	3.46	8.52

16b OTHER FINANCIAL LIABILITIES :

(₹ in Lakhs)

Particulars	Current maturities	Non-Current Portion	Current maturities	Non-Current Portion
(a) Trade Deposit from Customers	-	894.87	51.42	864.04
(b) Advance from customers	-	-	-	-
(c) Advance for sale of fixed assets	-	-	-	-
	-	894.87	51.42	864.04

17 LONG TERM PROVISIONS :

(₹ in Lakhs)

Particulars	Amount	31 st March, 023	Amount	31 st March, 2022
(a) Provision for Employee Benefit - Gratuity		277.05		250.77
		277.05		250.77

18

(₹ in Lakhs)

Particulars	Amount	31 st March, 023	Amount	31 st March, 2022
Deferred tax liabilities (Net)		4,902.85		3,614.50
		4,902.85		3,614.50

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

19 OTHER NON-CURRENT LIABILITIES :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
(a) Deferred Revenue (Subsidy)				
At the beginning of the year	100.03		106.38	
Add: Added during the year	-		-	
Less: Released to the statement of profit and loss at the end of the year	6.35		6.35	
	93.67		100.03	
Less : Current (Amount Disclosed under the head Other Current Liabilities refer Note No. 23)	6.35		6.35	
Non-current		87.32		93.67
(b) Deferred Revenue (Govt Grant-EPCG)				
At the beginning of the year	595.82		700.83	
Add: Added during the year	15.07		-	
Less: Released to the statement of profit and loss at the end of the year	237.34	373.56	105.00	595.82
(c) Trade payable for capital goods		59.28		46.18
		520.16		735.68

20 BORROWINGS :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Current Borrowings				
(a) Loans repayable on demand				
Working Capital From Banks				
1) Bank of Baroda - Cash Credit Loans (including Working capital demand loan of ₹ Nil P.Y ₹ 20 Crs (refer note no.1)		5,312.96		4,965.94
2) Bank of Baroda - Packing Credit (refer note no.1)		2,860.20		3,442.72
3) Bank of Baroda - Foreign Bills Purchase (refer note no.1)		331.78		68.33
4) BANK OF BARODA FD/OD A/C NO.14180400000574		-		1.17
5) BANK OF BARODA FD/OD A/C NO.09230400000878		-		0.80
(b) Current maturities of long-term debt (Including Current Maturity of Trade Deposit from Customer)		5,205.88		4,846.58
(c) From Directors, Promoters and their related parties		-		18.91
		13,710.83		13,344.44

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

Note: 1

Working Capital facility from Bank of Baroda

Secured by way of

- (a) Hypothecation of entire current assets of the Company present and future,
- (b) Equitable mortgage of
 - (i) Land, building and Plant & Machinery belonging to the Company both present and future to be constructed,
 - (ii) office premises situated at flat no 1 & 2 krinkel apartment, paldi, ahmedabad belonging to the Company
 - (iii) residential bungalow situated 4, pushpa dhanwa owners association, vastrapur, ahmedabad belonging to Shri Krupesh Thakkar
 - (iv) plot situated at lati bazar, ahmedabad in the name of Shri Krupesh Thakkar
- (c) 2nd Charge over machinery 800 CBM Capacity MDF board unit purchased from Siempelkamp - Germany and other related equipments/machineries to be financed by Byren LB and LBBW under supplier credit arrangement.
- (d) Pledge of fixed deposit of ₹ 0.93 Crs
- (e) Secured by way of personal guarantee of Shri Krupesh Thakkar and Mr. Rushil Krupesh Thakkar.

21 TRADE PAYABLES :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Total outstanding dues of micro and small enterprises Nil (refer note no.21a)		662.44		453.97
Total outstanding dues other than micro and small enterprises		12,519.58		8,335.71
		13,182.02		8,789.68

21 TRADE PAYABLE AGING SCHEDULE (CURRENT)

As at 31st March, 2023

(₹ in Lakhs)

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT						
	UNBILLED	NOT DUE	LESS THAN ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	TOTAL
(i)							
MSME	-	662.44	-	-	-	-	662.44
(ii)							
OTHERS	-	4,217.07	8,270.79	22.64	6.94	2.14	12,519.58
(iii) Disputed Dues -MSME							
MSME	-	-	-	-	-	-	-
(iv) Disputed Dues Others							
OTHERS	-	-	-	-	-	-	-
Total	-	4,879.51	8,270.79	22.64	6.94	2.14	13,182.02

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

As at 31st March, 2022

(₹ in Lakhs)

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT						
	UNBILLED	NOT DUE	LESS THAN ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	TOTAL
(i)							
MSME	-	453.97	-	-	-	-	453.97
(ii)							
OTHERS	-	8,261.92	59.00	8.60	5.21	0.98	8,335.71
(iii) Disputed Dues -MSME							
MSME	-	-	-	-	-	-	-
(iv) Disputed Dues Others							
OTHERS	-	-	-	-	-	-	-
Total	-	8,715.90	59.00	8.60	5.21	0.98	8,789.68

21a TRADE PAYABLES - TOTAL OUTSTANDING DUES OF MICRO & SMALL ENTERPRISES*

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
a) The Principal amount and Interest due there on remaining unpaid as at year end: Principal		662.44		453.97
b) Interest paid by the Company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.		-		-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006		-		-
d) Interest accrued and remain unpaid as at year end		-		3.81
e) Further Interest remaining due and payable even in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises		-		-

*Disclosure of payable to vendors as defined under the “Micro, Small and Medium Enterprise Development Act, 2006” is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.



NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

22 OTHER FINANCIAL LIABILITIES :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
(a) Interest accrued but not due on borrowings;		-		98.65
(b) Share Application Money (Refundable ₹ Nil and for P.Y. Refundable ₹ 0.0025 Lakhs) (Refer Note No. 48)		-		0.00
(c) Unclaimed Equity Dividend		7.51		2.18
		7.51		100.84

23 OTHER CURRENT LIABILITES :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
(a) Advance from customers		628.61		498.49
(b) Trade payable for capital goods (including Total outstanding dues of micro and small enterprises ₹ NIL/- for P.Y ₹ 5.1 Lakhs)		1,016.01		745.47
(c) Duties and taxes		121.03		76.65
(d) Deferred Revenue (Subsidy)		6.35		6.35
		1,772.01		1,326.96

24 PROVISIONS

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Provision for employee benefits		134.83		112.22
Provision for Gratuity		85.93		75.74
Provision for expenses		1,057.95		2,156.21
		1,278.71		2,344.18

25 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
I. Revenue from operations				
A. Sale of Products				
- Direct Export Turnover		20,157.50		13,660.55
- Domestic Turnover		62,556.73		48,032.84
- Turnover		82,714.22		61,693.39
B. Other Revenue from operations				
- Licence due income		1,125.29		723.51
Total Revenue from operations		83,839.51		62,416.90

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

26 OTHER INCOME :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Foreign Exchange Gain		-		34.42
Interest Income		89.84		63.21
Rent Income		12.39		11.27
Royalty Income		1.80		0.29
Profit on Sale of Fixed Assets		5.08		-
Sundry Balances Written off		22.08		25.70
Deferred Revenue Amortised (IND AS-20) (Refer note No. 19)		6.35		6.35
Total		137.54		141.24

27 COST OF MATERIALS CONSUMED:

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Raw Material Consumed:				
Opening Stock of Raw Material	4,639.15		2,843.95	
Less : Transfer to purchase of stock in trade	-		-	
Net Opening Stock of Raw Material	4,639.15		2,843.95	
Add : Purchases (Net of Goods and Service Tax, Discount Rate Diff. & Material for Resale ₹ NIL Lakhs previous year ₹ 204.55 Lakhs)	41,931.96		36,796.81	
Add : Freight, Octroi, and Clearing & Forwarding	456.77		402.88	
Add : C.V.D., Other Duty & Licence Use	621.16		567.38	
	47,649.05		40,611.01	
Less : Closing Stock of Raw Material* *Including stock of Purchase for Trading goods ₹ Nil/- P.Y. ₹ 21.80 Lakhs	4,340.35		4,639.15	
Total		43,308.71		35,971.86

28 PURCHASE OF STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Melamine		-		60.87
Phenol		-		93.30
Base Paper		-		50.38
PVC sheets		-		1.01
Total		-		205.56



NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

29 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Opening Stock				
Finished Goods	7,291.59		3,481.11	
Less : Transfer to purchase of stock in trade	-		1.01	
	7,291.59		3,480.10	
Stock-in-Progress	1,234.78		514.00	
	8,526.37		3,994.10	
Less : Closing Stock				
Finished Goods	7,972.21		7,291.59	
Stock-in-Progress	2,314.78		1,234.78	
	10,286.99		8,526.37	
(Increase)/Decrease in Stock of Finished Goods & Stock-in-Progress		(1,760.62)		(4,532.26)

30 EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Salary & Bonus		4,566.62		3,946.95
Contribution to Provident Fund etc.		147.62		127.00
Total		4,714.24		4,073.95

31 FINANCE COSTS

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Interest on Cash Credit		463.96		380.82
Interest on Term Loan		1,259.97		947.37
Interest to Unsecured loan		165.52		159.13
Interest to Financial Institution		312.97		349.50
Other Financial Charges		151.16		194.03
Total		2,353.57		2,030.84

32 OTHER EXPENSES

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Stores & Spares Consumed :				
Opening Stock	2,360.97		1,578.75	
Add : Purchases	3,498.59		2,604.23	
	5,859.56		4,182.98	
Less: Closing Stock	4,029.98	1,829.58	2,360.97	1,822.01
Power & Fuel Consumed :				
Opening Stock	15.87		9.42	
Add : Purchases	7,069.43		6,975.39	
	7,085.30		6,984.82	
Less: Closing Stock	16.83	7,068.47	15.87	6,968.95

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)**

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Repairs & Maintenance :				
Machinery	171.87		625.73	
Building	21.83		22.17	
Others	5.74	199.44	2.58	650.48
Wages		1,819.02		1,439.61
Factory Expenses		865.03		397.59
Advertisement Expenses		274.56		59.48
Audit Fees*		5.05		5.00
Sales Commision		553.39		532.79
Computer Maintenance Expenses		40.70		51.97
Corporate Social Responsibility contribution		63.65		31.58
Donation		0.33		2.40
General/ Miscellaneous Expenses		138.29		100.78
Insurance Expenses		253.68		248.45
Legal & Professional Charges		310.94		267.46
Loss on Sale of Fixed Assets		-		0.26
Postage and Telephone Expenses		64.45		55.33
Printing and Stationary Expenses		25.86		28.72
Rent,Rate and Taxes		307.10		255.25
CST/VAT/EXCISE/GST Expenses		44.39		22.95
Selling Expenses		6,749.09		5,885.69
Travelling, Conveyance and Vehicle Expenses		722.13		476.92
Foreign Exchange Fluctuations		1,303.01		-
Total		22,638.15		19,303.66

	Amount	31 st March, 2023	Amount	31 st March, 2022
*Audit Fees				
As auditors - Statutory audit / Tax Audit		5.05		5.00
Total		5.05		5.00

33 TAX EXPENSE :

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
(1) Current Tax (Including Short/Excess provision of earlier years)		1,076.96		-
(2) Deferred Tax		1,280.47		787.25
Total		2,357.43		787.25

(₹ in Lakhs)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Reconciliation of the Income Tax Expense (Current Tax + Deferred Tax) amount considering the enacted Income Tax Rate and effective Income Tax Rate of the Company as follows.				
Enacted Income Tax Rate in India applicable to the Company	25.168%		25.168%	
Accounting Profit Before Tax	10,124.56		3,067.71	



NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

Particulars	Amount	31 st March, 2023	Amount	31 st March, 2022
Current Tax expenses on Profit before tax expenses at the enacted income tax rate in India	2,548.15		772.08	
Non deductible expenses for Tax Purpose	696.02		642.03	
Deductible Expenses for Tax purposes	(2,225.49)		(1,414.12)	
MAT Credit Entitlement	-		-	
Excess Provision of earlier years written back	58.28		-	
A : Current tax as reported in the Statement of Profit and Loss		1,076.96		-
Reconciliation of Deferred Tax Liability				
Timing Difference of Depreciation (Deferred tax liability)	943.42		975.15	
Gratuity Payment (Deferred Tax Liability)	(24.95)		(3.75)	
Capital gain on land revaluation-Deferred Tax Liability)	(5.74)		(6.56)	
On Unabsorbed Depreciation	367.73		(177.60)	
B : Deferred tax as reported in the Statement of Profit and Loss		1,280.47		787.25
C : Total Tax expense as reported in the Statement of Profit and Loss C=A+B		2,357.43		787.25

34 EARNINGS PER SHARE :

(₹ in Lakhs)

Particulars	31 st March, 2023	31 st March, 2022
Basic/Diluted Earnings per Share		
Number of Equity Shares at the beginning of the year	199.08	199.08
Number of Equity Shares allotted/(Forfeited) during the year	(0.02)	-
Total Number of Equity Shares at the end of the year	199.06	199.08
Weighted average number of equity shares	199.08	199.08
Profit for the year (after tax, available for equity shareholders) In ₹	7,767.13	2,280.47
Basic and Diluted Earnings Per Share ₹	39.01	11.45

35 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS:

a. Contingent liabilities :

(1) Claims against the Company not acknowledged as debts:

Particulars

- Disputed Excise Demand Matter Under Appeal ₹ **72.12 Lakhs (P.Y. ₹ 72.12 Lakhs)**
- Disputed Custom Duty Matter Under Appeal ₹ **27.56 Lakhs (P.Y. ₹ 27.56 Lakhs)**

Note:

- (a) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above, pending resolution of the respective proceedings as it is determinable only on receipt of judgments/decisions pending with various forums/ authorities.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)**

(b) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

(2) Outstanding Letters of Credit ₹ 67.40 Lakhs (P.Y. ₹ 157.93 Lakhs)

(3) Outstanding Bank Guarantee ₹ 958.84 Lakhs (P.Y. ₹ 685.98 Lakhs)

(b) Commitments:**(1) Capital Commitments:**

Estimated amount of contracts remaining to be executed on capital account and not provided for net of advances, ₹ Nil (previous year ₹ 874.76 Lakhs).

(2) EPCG Commitments

Future export obligations/commitments under import of Capital Goods at Concessional rate of customs duty. As at 31st March, 2023 ₹ 9,799.74 Lakhs (Previous Year ₹ 18,627.67 Lakhs).

36 FINANCIAL AND DERIVATIVE INSTRUMENTS**- Capital Management**

The Company's capital management is intended to create value for shareholders by facilitating the achievement of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual business plan coupled with long-term and short term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations, long-term and short-term bank borrowings.

The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Net debt includes interest bearing borrowings including lease obligations less cash and cash equivalents, other bank balances.

The table below summaries the capital, net debt and net debt to equity ratio of the Company.

Particulars	(₹ in Lakhs)	
	As at 31 st March, 2023	As at 31 st March, 2022
Equity Share capital	1,990.70	1,991.00
Other Equity	34,347.73	26,687.69
Total Equity	36,338.43	28,678.69
Interest-bearing loans and borrowings	40,566.71	41,962.16
Less : Cash and cash equivalents	50.72	51.50
Less: Bank balances other than above	490.35	558.47
Net Debt	40,025.64	41,352.19
Gearing Ratio	1.10	1.44

Disclosures

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(i) Categories of Financial Instruments

(₹ in Lakhs)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Financial Assets		
Measured at Amortised Cost		
(i) Trade and Other Receivables	12,229.27	8,494.69
(ii) Cash and Cash Equivalents	50.72	51.50
(iii) Loans	90.27	17.14
(iv) Other Financial Assets	970.80	1,024.18
Financial Liabilities		
Measured at Amortised Cost		
(i) Borrowings	40,566.71	41,962.16
(ii) Trade Payables	13,203.71	8,798.20
(iii) Other Financial Liabilities	902.38	964.88

(ii) Fair Value Measurement

This note provides information about how the Company determines fair values of various financial assets. Fair Value of financial assets and liabilities that are not measured at fair value (but fair value disclosures are required). Management considers that the carrying amounts of financial assets and financial liabilities recognised in the financial statements at an approximate fair values.

(iii) Financial Risk Management Objectives

While ensuring liquidity is sufficient to meet Company's operational requirements, the Company's financial management committee also monitors and manages key financial risks relating to the operations of the Company by analyzing exposures by degree and magnitude of risks. These risks include market risk (including currency risk and price risk), credit risk and liquidity risk.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate, currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTPL (Fair Value through Profit or Loss) investments, trade payables, trade receivables, etc.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company has a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on the Company.

(a) For hedging currency

(₹ in Lakhs)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Outstanding Forward Contract	169.29	386.18

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
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- (b) The year-end foreign currency exposure that have not been hedged by any derivative instruments or otherwise are as under.

Particulars	Amount receivable in Foreign Currency		Amount Payable in Foreign Currency	
	Foreign Currency (in Mn)	Indian Currency (₹ in Lakhs)	Foreign Currency (in Mn)	Indian Currency (₹ in Lakhs)
31-03-2023	3.286923 US\$	2700.70	14.661869 US\$ 11.501393 EURO	22333.48
31-03-2022	2.516454 US\$	1907.41	17.602992 US\$ 12.726694 EURO 0.562560 JPY	24064.23

Sensitivity to Risk

A change of 5% in foreign currency would have following Impact on profit before tax

(₹ in Lakhs)

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	5% Increase	5% Decrease	5% Increase	5% Decrease
US\$	(602.35)	602.35	(667.13)	667.13
EURO	(514.33)	514.33	(535.91)	535.91
JPY	-	-	(0.17)	0.17

Interest Rate Risk

The Company's interest rate risk arises from the Long Term Borrowings with fixed rates. The Company's fixed rates borrowings are carried at amortised cost.

Liquidity Risk

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due.

Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The contractual maturity is based on the earliest date on which the Company may be required to pay.

The following are the contractual maturities of non-derivative financial liabilities, based on contractual cash flows:

Particulars	Due in 1 Year	1 Year - 3 Years	More than 3 Years	Total
As at 31st March, 2023				
Borrowings	13,710.83	15,877.98	10,977.90	40,566.71
Trade Payables	13,182.02	21.69	-	13,203.71
Other Financial Liabilities	7.51	894.87	-	902.38
Total	26,900.36	16,794.55	10,977.90	54,672.80
As at 31st March, 2022				
Borrowings	13,344.44	8,342.12	20,275.59	41,962.16
Trade Payables	8,789.68	8.52	-	8,798.20
Other Financial Liabilities	100.84	864.04	-	964.88
Total	22,234.96	9,214.69	20,275.59	51,725.24



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Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade Receivables

An impairment analysis is performed at each reporting date on an individual basis for all the customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 4 and 8, as the Company does not hold collateral as security. The Company has evaluated the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries.

The Company has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation.

Particulars	Upto 1 Year	1 Year - 3 Years	More than 3 Years	Total
As at 31st March,2023				
Loans to Employees	82.01	8.26	-	90.27
Trade Receivables	11,874.09	355.19	-	12,229.27
Other Financial Assets	-	-	1.25	1.25
Total	11,956.10	363.45	1.25	12,320.79
As at 31st March,2022				
Loans to Employees	8.88	8.26	-	17.14
Trade Receivables	8,255.92	238.76	-	8,494.68
Other Financial Assets	-	-	1.25	1.25
Total	8,264.80	247.02	1.25	8,513.07

37 The Previous year's figures have been regrouped, reworked, rearranged and reclassified wherever necessary to make them comparable with current year figures.

38 The Company has sought Balance Confirmations from trade receivables and trade payables wherever such balance, confirmations are received by the Company, the same are reconciled and appropriate adjustments if requested are made in the books of account.

39 EXPORT PROMOTION CAPITAL GOODS (EPCG)

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods including spares at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

40 OPERATING SEGMENT :

- Decorative Laminated Sheets**
- Medium Density Fiber Board**
- Polyvinyl Chloride Boards**

Identification of segments:

The chief operational decision maker monitors the operating results of its business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segment has been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

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Segment revenue and results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of allocable income).

Segment assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipment, trade receivables, inventories and other operating assets. Segment liabilities primarily include trade payable and other liabilities. Common assets and liabilities which cannot be allocated to any of the business segment are shown as unallocable assets / liabilities.

Inter segment transfer:

Inter segment revenues are recognised at sales price. The same is based on market price and business risks. Profit or loss on inter segment transfer are eliminated at the group level.

Segment wise Revenue, Results and capital employed

Primary business segments – Revenue by nature of products:

(₹ in Lakhs)

Details	2022-23	2021-22
Decorative Laminated Sheets	19,826.55(*)	17,729.94(*)
Medium Density Fiber Board	61,707.26	42,963.78
Polyvinyl Chloride Boards	1,180.42 (*)	763.88 (*)
Total	82,714.22	61,457.60

(*) Does not include trading Sales of ₹ Nil (Previous year ₹ 235.79 Lakhs)

Revenue by geographical regions

(i) Decorative Laminate Sheets

(₹ in Lakhs)

Details	2022-23	2021-22
India	7,309.47	7,029.69
Outside India	12,517.08	10,700.26
Total	19,826.55	17,729.94

(*) Does not include trading Sales of ₹ Nil (Previous year ₹ 233.94 Lakhs)

(ii) Medium Density Fibre Board

(₹ in Lakhs)

Details	2022-23	2021-22
India	54,066.84	40,003.49
Outside India	7,640.42	2,960.29
Total	61,707.26	42,963.78

(*) Does not include trading Sales of ₹ Nil (Previous year ₹ Nil)

(iii) Polyvinyl Chloride Boards

(₹ in Lakhs)

Details	2022-23	2021-22
India	1,180.42	763.88
Outside India	-	-
Total	1,180.42	763.88

(*) Does not include trading Sales of ₹ Nil (Previous year ₹ 1.84 Lakhs)



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Segment wise Revenue (Gross), Results, Assets and Liabilities

(₹ in Lakhs)

Sr. No.	Details	Year ended on 31.03.2023	Year ended on 31.03.2022
1	Segment Revenue (Gross)		
a	Laminates & allied products	20,834.76	18,974.36
b	Particle Board	-	-
c	Medium Density Fiber Board	62,142.94	43,442.64
d	Polyvinyl Chloride Boards	1,186.47	765.72
e	Unallocated	-	-
	Total	84,164.17	63,182.72
	Less: Inter segment revenue	324.66	765.82
	Gross sales from Operations	83,839.51	62,416.90
2	Segment Results		
	Profit before Interest and Tax:		
a	Laminates & allied products	1,459.62	1,098.90
b	Particle Board	-	-
c	Medium Density Fiber Board	11,083.14	4,336.41
d	Polyvinyl Chloride Boards	(64.62)	(186.75)
e	Unallocated	-	-
	Total	12,478.13	5,248.57
	Less:		
i	Interest	2,353.57	2,030.84
ii	Other Unallocable expenditure	-	150.01
iii	Tax Expense	2,357.43	787.25
	Add:		
i	Unallocable income	-	-
	Total Profit After Tax	7,767.13	2,280.47
3a	Segment Assets		
a	Laminates	17,754.44	17,771.17
b	Particle Board	-	256.84
c	Medium Density Fiber Board	79,487.40	68,003.57
d	Polyvinyl Chloride Boards	2,520.18	2,644.43
e	Unallocated	-	-
	Total Segment Assets	99,762.01	88,676.01
3b	Segment Liabilities		
a	Laminates	6,912.18	6,489.25
b	Particle Board	-	41.80
c	Medium Density Fiber Board	15,789.56	11,356.31
d	Polyvinyl Chloride Boards	155.13	147.79
e	Unallocated	-	-
	Total Segment Liabilities	22,856.87	18,035.16

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41 RELATED PARTY DISCLOSURE AS PER IND AS 24:

(a) Names of related parties and description of relationship, with whom transactions have taken place during the year:

Sr. No.	Nature of Relationship	Name of Related Parties
1	Enterprises over which Key Managerial person is able to exercise significant influenc	Rushil International – Partnership Firm Surya Panel Private Limited Vir Studdio Private Limited (OPC) Ratnatej Infrastructure Private Limited Ghanshyam Forwarder Private Limited Shri Krupa Decorative Veneer Private Limited Decoply Agency Vir Decorative Sheets Private Limited Association of Indian Panelboard Manufacturer Indian Laminats Manufcaturers Association Kuru Food Labs LLP Ghanshyam Parivar Trust
2	Key Managerial Person	Mr. Ghanshyam A. Thakkar - Whole Time Director (ceased w.e.f. 25 th August, 2021 due to Death) Mr. Krupesh G. Thakkar – Chairman and Managing Director Mr. Rushil K. Thakkar – Director (appointed w.e.f. 13 th August, 2021) Mr. Ramnik T. Kansagara – Executive Director Mr. Shankar Prasad Bhagat – Non-Executive Director Mr. Rohit B. Thakkar – Non-Executive Director (ceased w.e.f. 3rdJuly, 2021 due to Death) Miss Archee D. Thakkar - Non-Executive Director Mr. Keyur M. Gajjar - Chief Executive Officer Mr. Vipul S. Vora – Ex-Chief Financial Officer (up to 18 th March, 2022) Mr. Hiren Padhya - Chief Financial Officer (w.e.f. 19 th March, 2022) Mr. Hasmukh K. Modi – Company Secretary Mr. Kantilal A Puj – Non-Executive Independent Director (appointed w.e.f. 13 th August, 2021) Ms. Shreya M. Shah - Non-Executive Independent Director (appointed w.e.f. 8 th November, 2022)
3	Relative of Key Managerial Person	Krupeshbhai G. Thakkar HUF Krupaben K. Thakkar Dinuben G. Thakkar Masumi K. Thakkar Rushvi R. Thakkar Harsh R. Patel Ami R. Patel Mrunal K. Gajjar Viresh N. Thakkar Alkaben Thakkar (Sister of Krupeshbhai) Snehal K Thakkar (Huf) Alpaben Thakkar (Sister Of Krupeshbhai) Snehal K Thakkar

Note:- Related parties have been identified by the management



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NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

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Related Party Transactions for the Year Ended on 31st March, 2023

(₹ in Lakhs)

Nature of Transaction	Enterprises over which Key Managerial Person is able to exercise significant influence		Key Managerial Personnel		Relatives of Key Managerial Personnel & Director		Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Financial Year	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
(A) Volume of Transactions								
1) Sales of Goods								
Surya Panel Private Limited	1,692.76	1,581.34	-	-	-	-	1,692.76	1,581.34
2) Jobwork Charges Paid								
Surya Panel Private Limited	-	99.53	-	-	-	-	-	99.53
3) Goods Purchased								
Rushil International	-	-	-	-	-	-	-	-
Surya Panel Private Limited	2,183.57	1,377.70	-	-	-	-	2,183.57	1,377.70
4) Director Sitting Fees								
Rohit B Thakkar	-	-	-	0.10	-	-	-	0.10
Shankar Prasad Bhagat	-	-	1.20	0.74	-	-	1.20	0.74
Puj Kantilal Ambalal	-	-	0.88	0.64	-	-	0.88	0.64
Archee D. Thakkar	-	-	0.48	0.87	-	-	0.48	0.87
Shreya Shah	-	-	0.32	-	-	-	0.32	-
5) Loan Taken/ Granted								
i) Krupeshbhai G. Thakkar-HUF								
Loan taken	-	-	-	-	10.13	9.96	10.13	9.96
Loan repaid	-	-	-	-	18.08	7.94	18.08	7.94
Balance at 31st March	-	-	-	-	-	7.95	-	7.95
Balance at 1 st April	-	-	-	-	7.95	5.94	7.95	5.94
ii) Dinuben G. Thakkar								
Loan taken	-	-	-	-	80.43	74.99	80.43	74.99
Loan repaid	-	-	-	-	63.00	0.08	63.00	0.08
Balance at 31st March	-	-	-	-	134.35	116.92	134.35	116.92
Balance at 1 st April	-	-	-	-	116.92	42.00	116.92	42.00
iii) Krupaben K. Thakkar								
Loan taken	-	-	-	-	134.40	6.09	134.40	6.09
Loan repaid	-	-	-	-	143.80	0.92	143.80	0.92
Balance at 31 st March	-	-	-	-	-	9.40	-	9.40
Balance at 1 st April	-	-	-	-	9.40	4.23	9.40	4.23
iv) Rushil K. Thakkar								
Loan taken	-	-	68.03	33.41	-	-	68.03	33.41
Loan repaid	-	-	68.23	19.08	-	-	68.23	19.08
Balance at 31st March	-	-	17.72	17.92	-	-	17.72	17.92
Balance at 1 st April	-	-	17.92	3.59	-	-	17.92	3.59
v) Mr. Krupesh G. Thakkar								
Loan taken	-	-	1,227.91	1287.30	-	-	1,227.91	1,287.30
Loan repaid	-	-	374.19	521.68	-	-	374.19	521.68
Balance at 31st March	-	-	1,647.28	793.56	-	-	1,647.28	793.56
Balance at 1 st April	-	-	793.56	27.94	-	-	793.56	27.94

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RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(₹ in Lakhs)

Nature of Transaction	Enterprises over which Key Managerial Person is able to exercise significant influence		Key Managerial Personnel		Relatives of Key Managerial Personnel & Director		Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
vi) Mr. Ghanshyam A. Thakkar								
Loan taken	-	-	-	33.53	-	-	-	33.53
Loan repaid	-	-	-	70.98	-	-	-	70.98
Balance at 31st March	-	-	-	-	-	-	-	-
Balance at 1 st April	-	-	-	37.45	-	-	-	37.45
vii) Viresh Natvarlal Thakkar								
Loan taken	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	-
Balance at 31st March	-	-	-	-	2.05	2.05	2.05	2.05
Balance at 1 st April	-	-	-	-	2.05	2.05	2.05	2.05
viii) Rushil International								
Loan taken	1,979.80	4,701.80	-	-	-	-	1,979.80	4,701.80
Loan repaid	879.70	4,792.06	-	-	-	-	879.70	4,792.06
Balance at 31st March	3,971.85	2,871.75	-	-	-	-	3,971.85	2,871.75
Balance at 1 st April	2,871.75	2,962.01	-	-	-	-	2,871.75	2,962.01
ix) Rushvi R. Thakkar								
Loan taken	-	-	-	-	0.83	0.76	0.83	0.76
Loan repaid	-	-	-	-	9.28	-	9.28	-
Balance at 31st March	-	-	-	-	-	8.46	-	8.46
Balance at 1 st April	-	-	-	-	8.46	7.69	8.46	7.69
x) Kaushik Thakkar								
Loan taken	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	-
Balance at 31st March	-	-	16.00	16.00	-	-	16.00	16.00
Balance at 1 st April	-	-	16.00	16.00	-	-	16.00	16.00
xi) Hiren Padhya								
Loan given	-	-	52.37	-	-	-	52.37	-
Loan repaid	-	-	-	-	-	-	-	-
Balance at 31st March	-	-	52.37	-	-	-	52.37	-
Balance at 1 st April	-	-	-	-	-	-	-	-
6) Managerial Remuneration								
Mr. Ghanshyam A. Thakkar	-	-	-	44.64	-	-	-	44.64
Mr. Krupesh G. Thakkar	-	-	120.01	120.01	-	-	120.01	120.01
Mr. Ramnik T. Kansagara	-	-	30.03	26.68	-	-	30.03	26.68
Rushil K. Thakkar	-	-	96.00	68.47	-	-	96.00	68.47
7) Dividend Paid								
Mr. Ghanshyam A. Thakkar	-	-	-	10.84	-	-	-	10.84
Mr. Krupesh G. Thakkar	-	-	15.31	15.31	-	-	15.31	15.31
Krupeshbhai Thakkar HUF	-	-	-	-	10.01	10.01	10.01	10.01
Dinuben G. Thakkar	-	-	-	-	12.62	1.78	12.62	1.78
Krupaben K. Thakkar	-	-	-	-	2.03	2.03	2.03	2.03
Rushil K. Thakkar	-	-	1.50	-	-	1.50	1.50	1.50
Rushil International	13.30	13.30	-	-	-	-	13.30	13.30



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(₹ in Lakhs)

Nature of Transaction	Enterprises over which Key Managerial Person is able to exercise significant influence		Key Managerial Personnel		Relatives of Key Managerial Personnel & Director		Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Financial Year	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Mrunal K. Gajjar	-	-	-	-	0.06	0.06	0.06	0.06
Hasmukh K. Modi	-	-	-	0.00	-	-	-	0.00
8) Interest Expenses								
Mr. Krupesh G. Thakkar	-	-	-	-	-	-	-	-
Krupeshbhai Thakkar HUF	-	-	-	-	1.25	1.05	1.25	1.05
Dinuben G. Thakkar	-	-	-	-	13.44	8.79	13.44	8.79
Ambalal D. Thakkar-HUF	-	-	-	-	-	-	-	-
Krupaben K. Thakkar	-	-	-	-	3.21	0.68	3.21	0.68
Rushil K. Thakkar	-	-	-	1.04	1.18	-	1.18	1.04
Rushvi R. Thakkar	-	-	-	-	0.92	0.85	0.92	0.85
Mr. Ghanshyam A. Thakkar	-	-	-	1.67	-	-	-	1.67
Rushil International	70.62	51.57	-	-	-	-	70.62	51.57
9) Salary to Relatives of Key Management Personal & Director								
Krupaben K. Thakkar	-	-	-	-	57.73	57.73	57.73	57.73
Rushvi R. Thakkar	-	-	-	-	14.77	14.77	14.77	14.77
Harsh R. Patel	-	-	-	-	6.31	5.79	6.31	5.79
Ame R Patel	-	-	-	-	0.82	-	0.82	-
10) Salary to Key Management Personal								
Mr. Keyur M. Gajjar	-	-	88.08	76.21	-	-	88.08	76.21
Mr. Vipul S. Vora	-	-	-	47.80	-	-	-	47.80
Mr. Hiren Padhya	-	-	54.85	1.82	-	-	54.85	1.82
Mr. Hashmukh K. Modi	-	-	26.67	23.70	-	-	26.67	23.70
11) Lease Rent Expense								
Ratnatej Infrastructure Private Limited	1.26	1.20	-	-	-	-	1.26	1.20
Mr. Krupesh G. Thakkar	-	-	151.20	144.00	-	-	151.20	144.00
Rushil K. Thakkar	-	-	5.67	5.40	-	-	5.67	5.40
Ghanshyam Forwarders Private Limited	0.24	-	-	-	-	-	0.24	-
12) Royalty paid								
Vir Studdio Private Limited (OPC)	1.00	1.00	-	-	-	-	1.00	1.00
13) Royalty Income								
Ghanshyam Forwarders Pvt Ltd	2.02	0.29	-	-	-	-	2.02	0.29
14) CSR Expense								
Ghanshyam Parivar Trust	37.04	20.63	-	-	-	-	37.04	20.63
15) Advertisement Expense								
INDIAN LAMINATE MANUFACTURERS ASSOCIATION	0.73	0.21	-	-	-	-	0.73	0.21

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(₹ in Lakhs)

Nature of Transaction	Enterprises over which Key Managerial Person is able to exercise significant influence		Key Managerial Personnel		Relatives of Key Managerial Personnel & Director		Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
16) Staff Welfare Expense								
Kuru Food Lab LLP	-	0.04	-	-	-	-	-	0.04
(B) Outstandings								
a) Payable (Trade Payables and Other Liabilities)								
Vir Studdio Private Limited (OPC)	1.02	1.02	-	-	-	-	1.02	1.02
b) Receivable (Trade Receivables)								
Ghanshyam Forwarders Private Limited	0.81	0.32	-	-	-	-	0.81	0.32
INDIAN LAMINATE MANUFACTURERS ASSOCIATION	0.78	0.27	-	-	-	-	0.78	0.27
Security Deposit (Lease Rent Deposit Receivable)								
Ratnatej Infrastructure Private Limited	32.00	32.00	-	-	-	-	32.00	32.00

Note: The remuneration of directors and other member of Key Management Personal during the year is short term benefits.

42 In the opinion of the board, current assets, loans and advances are approximately of the value if realised in the ordinary course of business.

43 DISCLOSURES REGARDING EMPLOYEE BENEFITS

As per Indian Accounting Standard 19 “Employee Benefits” the disclosures are given below:

Defined Contribution Plan

Contribution to defined contribution plan, recognised as expense for the year is as under:

(₹ in Lakhs)

Particulars	2022-23	2021-22
Employers contribution to provident fund	147.62	127.00

(i) Defined Contribution Plan: Employee benefits in the form of Provident Fund are considered as defined contribution plan and the contributions to Employees Provident Fund Organisation established under The Employees Provident Fund and Miscellaneous Provisions Act 1952 and Employees State Insurance Act, 1948, respectively, are charged to the profit and loss account of the year when the contributions to the respective funds are due.

(ii) Defined Benefit Plan: Retirement benefits in the form of Gratuity are considered as defined benefit obligation and are provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet.

Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972.

As the Company has not funded its liability, it has nothing to disclose regarding plan assets and its reconciliation.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(iii) Major risk to the plan

A. Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B. Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

C. Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cash flows.

D. Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

E. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognised immediately in the year when any such amendment is effective.

(iv) Defined Benefit Cost

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Current Service Cost	75.74	63.38
Interest Expense on Defined Benefit Obligation (DBO)	19.63	16.88
Defined Benefit Cost included in Profit and Loss		
Remeasurements - Due to Financial Assumptions	(21.20)	(18.63)
Remeasurements - Due to Experience Assumptions	-	-
Remeasurements - Due to Experience Adjustments	(12.05)	9.54
Return on plan assets excluding amounts included in interest income	1.91	(0.80)
Defined Benefit Cost included in Other Comprehensive Income	(31.34)	(9.90)
Total Defined Benefit Cost in Profit and Loss and OCI	66.04	70.36

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(v) Movement in Defined benefit liability:

Particulars	(₹ in Lakhs)	
	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Opening Defined Benefit Obligation	326.51	301.72
Interest Expense on Defined Benefit Obligation (DBO)	-	-
Current Service Cost	97.38	80.26
Total Remeasurements included in OCI	(31.34)	(9.90)
Less: Benefits paid	(29.57)	(45.57)
Less: Contributions to plan assets	-	-
Closing benefit obligation	362.98	326.51
Current Liabilities of Closing benefit obligation	85.93	75.74
Non-Current Liabilities of Closing benefit obligation	277.05	250.77

(vi) Sensitivity Analysis of Defined Benefit Obligation:

Under Base Scenario	(₹ in Lakhs)	
	2022-23	2021-22
(A) Discount Rate Sensitivity		
Increase by 0.5%	508.67	463.65
(% change)	(3.15%)	(3.31%)
Decrease by 0.5%	542.75	496.39
(% change)	3.34%	3.52%
(B) Salary Growth Rate Sensitivity		
Increase by 0.5%	538.33	492.14
(% change)	2.50%	2.63%
Decrease by 0.5%	512.21	467.18
(% change)	(2.47%)	(2.57%)
(C) Withdrawal Rate (W.R.) Sensitivity		
W.R. x 110%	521.76	475.50
(% change)	(0.65%)	(0.84%)
W.R. x 90%	528.74	483.83
(% change)	0.68%	0.90%

(vii) Actuarial assumptions:

Particulars	(₹ in Lakhs)	
	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Mortality Table : Indian Assured Lives Mortality (2006-08) Table		
Discount Rate (per annum)	7.40%	6.80%
Rate of escalation in salary (per annum)	10.00%	10.00%
Withdrawal rate	15.00% p.a at younger ages reducing to 10.00% p.a% at older ages	15.00% p.a at younger ages reducing to 10.00% p.a% at older ages
Rate of Return on Plan Assets	7.40% per annum	6.80% per annum

(viii) The above details are certified by the actuary.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

44 CORPORATE SOCIAL RESPONSIBILITY CONTRIBUTION

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects and other activities as mentioned in Schedule VII of the Companies Act, 2013. A CSR committee has been formed by the Company as per the Act. The funds were primarily utilised throughout the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

(₹ in Lakhs)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
1) Amount required to be spent by the Company during the year	46.00	40.83
2) Amount of expenditure incurred		
(i) Construction/acquisition of any asset	0.00	0.00
(ii) On purposes other than (i) above	63.65	31.58
3) Shortfall at the end of the year	0.00	9.25
4) Total of previous years shortfall	9.25	0.00
5) Reason for shortfall	-	Pertains to an ongoing projects
6) Nature of CSR activities	Animal Welfare, Disaster Relief, Education, Environmental Sustainability, Eradicating Hunger, promoting health care, contribution towards old age homes, promoting rural sports, Rural development projects, Contribution towards the benefit of war widows, making available safe drinking water, and socio economic development.	
7) Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard (*)	37.04	20.63
8) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA

*Represents contribution to Ghanshyam Parivar Trust to support the activity relating to Animal Welfare, Eradicating Hunger, Education, Environmental Sustainability and betterment of old age homes and other activities as mentioned in the schedule VII of the Companies Act, 2013.

45 DISCLOSURE UNDER IND AS 115 REVENUE

The Company has recognised the following amounts relating to revenue in the statement of profit or loss:

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Revenue from contracts with customers	82,714.22	61,693.39
Total revenue	82,714.22	61,693.39

Revenue is recognised upon transfer of control of products to customers.

(a) Disaggregation of revenue from contracts with customers

Revenue from sale of products represents revenue generated from external customers which is attributable to the Company's country of domicile i.e. India and external customers outside India as under:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Revenue from	82,714.22	61,693.39
- Outside India	62,556.73	13,660.55
- In India	20,157.50	48,032.84

One customer contributed more than 10% of the Company's revenue amounting to ₹ 8,559.56 Lakhs for 2022-23 and ₹ NIL for 2021-22.

All assets are located in the Company's country of Domicile.

(b) Contract assets and liabilities

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Contract Assets	12,229.27	8,494.69
Total Contract Assets	12,229.27	8,494.69
Contract Liability	628.61	498.49
Total Contract Liability	628.61	498.49

(a) Performance obligations

The performance obligation is satisfied upon delivery of the finished goods and payment is generally due within 1 to 3 months from delivery. The performance obligation to deliver the finished goods is started after receiving of sales order. The customer can pay the transaction price upon delivery of the finished goods within the credit period, as mentioned in the contract with respective customer.

46 DEFERRED TAX ASSETS/(LIABILITY)

The breakup of Deferred Tax as at 31.03.2023 is as under.

(₹ in Lakhs)

Particulars	Amount (As on 31 st March, 2023)	Amount (As on 31 st March, 2022)
Deferred Tax Liabilities		
- Timing Difference of Depreciation	4,560.82	3,617.40
- Capital gain on land revaluation	441.28	447.01
Deferred Tax Assets		
- Gratuity Payment	99.24	82.18
- Unabsorbed Depreciation	-	367.73
Net Deferred Tax Liability	4,902.85	3,614.50



NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

47 During the year 2018-19, the Company had issued 190372 equity share of ₹ 10 each at a premium of ₹ 935/- each on preferential basis to Mr. Rakesh Arora (No of shares 105822) and Mr. Manish Srivastava (No of Shares 84550) on 28th April, 2018. The Company has received share application money from Mr. Manish Srivastava who based in Singapore. Mr. Manish Srivastava has given Share application money of ₹ 799 Lakhs, while remitting the fund, in the FIRC (Foreign Inward Remittance Certificate), but due to technical error there was a mistake in filing form with authority, by mistake it was written as Repayment of loan instead of Share application money and hence the same requires correction from the remitting bank of Mr. Manish Srivastava. Mr. Manish Srivastava was allotted 84550 equity shares of ₹ 10 each at premium of ₹ 935 making total allotment including premium of ₹ 798.9975 Lakhs and hence there was a surplus of ₹ 0.0025 Lakh which the Company has asked their banker to refund the said amount to Mr. Manish Srivastava but because of non-compliance of submitting Form FC-GPR to be filed by collecting bank i.e. Axis Bank with Reserve Bank of India, this amount could not be refunded. In spite of repeated reminder to the shareholder Mr. Manish Srivastava, has not got its FIRC Corrected and hence due to the technical difficulty faced by the Company and due to no fault on the part of the Company the said Share application money to the extent refundable is not treated as Violation of Section 73 of the Companies Act, 2013. During current financial year the said Share application Money of ₹ 0.0025 Lakh has been refunded to Mr. Manish Srivastava.

48 UNDISCLOSED TRANSACTIONS

As stated & confirmed by the Board of Directors, the Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

49 BENAMI TRANSACTIONS

As stated & confirmed by the Board of Directors, the Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

50 LOAN OR INVESTMENT TO ULTIMATE BENEFICIARIES

As stated & Confirmed by the Board of Directors, the Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

51 LOAN OR INVESTMENT FROM ULTIMATE BENEFICIARIES

As stated & Confirmed by the Board of Directors, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

52 UTILISATION OF TERM LOANS

The Company has applied term loans for the purpose for which the same was obtained during the year.

53 WILLFUL DEFAULTER

As stated & Confirmed by the Board of Directors, the Company has not been declared willful defaulter by the bank during the year under review.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)**54 TRANSACTIONS WITH STRUCK OFF COMPANIES**

As stated & Confirmed by the Board of Directors, the Company has not under taken any transactions nor has outstanding balance with the Company Struck Off either under section 248 of the Act or under Section 560 of Companies act 1956.

55 WORKING CAPITAL

The Company has been sanctioned working capital limits from a bank on the basis of security of the current assets. Revised Quarterly returns or statements filed by the Company with such bank are in agreement with the books of accounts.

56 SATISFACTION OF CHARGE /CREATION OF CHARGE

As stated & Confirmed by the Board of Directors, the Company does not have any pending registration or satisfaction of charges with ROC beyond the statutory period.

57 CRYPTO CURRENCY

As stated & Confirmed by the Board of Directors, the Company has not traded or invested in Crypto Currency or Virtual Currency.

58 COMPLIANCE WITH APPROVED SCHEMES OF ARRANGEMENTS

The Company has not applied for any scheme of Arrangements under sections 230 to 237 of the Companies Act 2013.

59 SIGNIFICANT EVENTS AFTER THE REPORTING DATE

There were no significant adjusting events that occurred subsequent to the reporting period.

60 MAINTENANCE OF BOOKS OF ACCOUNTS UNDER SECTION 128 OF THE COMPANIES ACT, 2013

The Company has defined process to take daily back-up of books of account maintained electronically and complied with the provisions of The Companies Accounts) Rules, 2014 (as amended).

61 The Company has assessed internal and external information up to the date of approval of the audited financial statements while reviewing the recoverability of assets, adequacy of financial resources, Performance of contractual obligations, ability to service the debt and liabilities etc. Based on such assessment, the Company expects to fully recover the carrying amounts of the assets and comfortably discharge its debts and obligations. Hence the management does not envisage any material impact on the audited financial statements of the Company for the year ended on 31st March, 2023.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)**62 RATIO ANALYSIS**

Particulars	Numerator	31st March, 2023	31st March, 2022	Denominator	31st March, 2023	31st March, 2022	31st March, 2023	31st March, 2022	Variation	Reasons
Current Ratio	Current Assets	33,772.32	27,665.20	Current Liabilities	29,951.08	25,906.09	1.13	1.07	5.59%	
Debt Equity Ratio	Borrowings	40,566.71	41,962.16	Share Holder's Equity	36,338.43	28,678.69	1.12	1.46	(23.70%)	
Debt Service Coverage Ratio	Earnings available for debt Service (Refer Note i below)	12,719.15	6,748.38	Debt Service	7,559.46	6,844.91	1.68	0.99	70.66%	Debt service coverage ratio has improved due to increase in earnings available for debt service by 88.48% whereas debt service has increased by only 10.43%
Return on Equity (ROE):	Net Profit after Taxes	7,767.13	2,280.47	Average Shareholder's Equity	32,508.56	27,546.70	23.89%	8.28%	188.61%	Profit after tax has been increased mainly due to the normalisation of operations of New MDF Plant at Andhra Pradesh which has led to increase in turnover & also due to increase in turnover of current plant at Chikmagalur.
Inventory Turnover Ratio	Revenue from Operation	83,839.51	62,416.90	Average Inventory	17,108.25	11,984.80	4.90	5.21	(5.90%)	
Trade receivable Turnover Ratio	Revenue from Operations	83,839.51	62,416.90	Average Trade Receivables	10,361.98	7,242.78	8.09	8.62	(6.11%)	
Trade Payable Turnover Ratio	Purchases	65,393.85	57,497.57	Average Trade Payables	11,000.96	8,413.69	5.94	6.83	(13.02%)	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

Particulars	Numerator	31st March, 2023	31st March, 2022	Denominator	31st March, 2023	31st March, 2022	31st March, 2023	31st March, 2022	Variation	Reasons
Net Capital Turnover Ratio	Revenue from Operations	83,839.51	62,416.90	Working Capital	3,821.24	1,759.10	21.94	35.48	(38.17%)	Net Capital Turnover Ratio has been decreased due to increase in requirement of Working Capital because of Increase in MDF Turnover by 35 % due to normalisation of Operations of New MDF Manufacturing Plant at Andhra Pradesh.
Net Profit Ratio	Net Profit	7,767.13	2,280.47	Revenue from Operations	83,839.51	62,416.90	9.26%	3.65%	153.57%	Net Profit has been increased mainly due to the normalisation of operations of New MDF Plant at Andhra Pradesh which has led to increase in margins, and also due to increase in value added products Turnover in both plants i.e in New plant at AP and current plant at Chikmagalur.
Return on Capital Employed	Earning Before Interest and Tax	12,478.13	5,098.56	Capital Employed	79,351.96	72,422.34	15.73%	7.04%	123.37%	Earnings before Interest and tax increased by 145% mainly due to the normalisation of operations of New MDF Plant at Andhra Pradesh which has led to increase in margins, and also due to increase in value added products Turnover in both plants i.e in New plant at AP and current plant at Chikmagalur. The capital employed has increased by only 10%

Note i : Net Profit after taxes + Non-cash operating expenses + Interest + other adjustments like loss on sale of Fixed assets etc.



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NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

63 The financial statements were authorised for issue by the directors on 04th May, 2023.

- : **Significant accounting policies – A : -**

- : **Notes To Financial Statements 1 to 63 : -**

For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No.107361W)

CA Nilesh Shah
Partner
Membership No.107414
UDIN: 23107414BGUYZK7367

[Krupesh G. Thakkar]
Chairman
DIN :01059666

[Keyur M. Gajjar]
Chief Executive Officer

For and on behalf of the Board of Directors,
Rushil Décor Limited

[Rushil K. Thakkar]
Director
DIN :06432117

[Hiren B. Padhya]
Chief Financial Officer

[Hasmukh K. Modi]
Company Secretary

Place : Ahmedabad
Date : 4th May, 2023



RUSHIL

DECOR LIMITED

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Corporate Office

Rushil Decor Ltd.
Rushil House
Near Neelkanth Green Bungalow,
Off. Sindhu Bhavan Road, Shilaj,
Ahmedabad-380058, Gujarat, INDIA

Registered Office

Rushil Decor Ltd.
S. No. 125, Near Kalyanpura Patia, Village ITLA,
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Certification



IS : 2046-1995
HGS-s 333



CM/L : 7439785

IS 12406 : 2003



CM/L : 4737475

IS: 14587 : 1998



CM/L: 6200030374



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