

Corporate Governance Report for the quarter ended 31.03.2020

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Ghanshyam Ambalal Thakkar	208843	AAJPT5528R	C & ED		08-Mar-07	01-Sep-17			18-Nov-43	NA		1	0	1	0	SC,NRC	
Mr.	Krupesh Ghanshyambhai Thakkar	1059666	AAJPT5527A	ED	MD	24-May-93	01-Sep-17			21-Oct-70	NA		1	0	1	0	SC	
Mr.	Ramanikbhai Tejabhai Kansagara	8341541	AJLPK1786D	ED		02-Feb-19	02-Feb-19			15-Sep-63	NA		1	0	1	0	AC	
Ms.	Archee Darshanbhai Thakkar	8603730	AQRPT7356H	ID		11-Nov-19	11-Nov-19		5	17-Mar-94	NA		1	1	1	0	AC,NRC	
Mr.	Rohitbhai Bhailalbhai Thakkar	6538323	ADCPT5055H	ID		30-Mar-13	27-Sep-16		84	11-Apr-55	NA		1	1	1	0	AC,NRC	
Mr.	Shankar Prasad Bhagat	1359807	ACWPB7495G	ID		01-Oct-09	21-Sep-19		126	10-Jun-51	NA		3	3	3	2	AC,SC,NRC	



Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Shankar Prasad Bhagat	ID	Chairperson	05-Oct-2009	
2	Rohitbhai Bhailalbai Thakkar	ID	Member	07-Nov-2015	
3	Ramanikbhai Tejabhai Kansagara	ED	Member	02-Feb-2019	
4	Archee Darshanbhai Thakkar	ID	Member	11-Nov-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Shankar Prasad Bhagat	ID	Chairperson	05-Oct-2009	
2	Ghanshyam Ambalal Thakkar	C & ED	Member	05-Oct-2009	
3	Krupesh Ghanshyambhai Thakkar	ED	Member	05-Oct-2009	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date

Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Shankar Prasad Bhagat	ID	Chairperson	05-Oct-2009	
2	Rohitbhai Bhailalbai Thakkar	ID	Member	07-Nov-2015	
3	Ghanshyam Ambalal Thakkar	C & ED	Member	08-Nov-2014	
4	Archee Darshanbhai Thakkar	ID	Member	11-Nov-2019	



Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
11-Nov-2019	14-Feb-2020	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	94

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	11-Nov-2019		Yes	4	3
Audit Committee		14-Feb-2020	Yes	4	3
Nomination & Remuneration Committee	11-Nov-2019		Yes	4	3
Stakeholders Relationship Committee	11-Nov-2019		Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	94

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **MR. HASMUKH K. MODI**  
 Designation : **Company Secretary & Compliance Officer**

**ANNEXURE II**

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

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<i>Item</i>	<i>Compliance status</i>	<i>Company Remark</i>	<i>Website</i>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="https://rushil.com/vir_laminate.html">https://rushil.com/vir_laminate.html</a>
Terms and conditions of appointment of independent directors	Yes		<a href="https://rushil.com">https://rushil.com</a>
Composition of various committees of board of directors	Yes		<a href="https://rushil.com/investors_pdf/codes_policies">https://rushil.com/investors_pdf/codes_policies</a>
Code of conduct of board of directors and senior management personnel	Yes		<a href="https://rushil.com/investors_pdf/codes_policies">https://rushil.com/investors_pdf/codes_policies</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://rushil.com/investors_pdf/codes_policies/">https://rushil.com/investors_pdf/codes_policies/</a>
Criteria of making payments to non-executive directors	Yes		<a href="https://rushil.com/investors_pdf/codes_policies">https://rushil.com/investors_pdf/codes_policies</a>



Policy on dealing with related party transactions	Yes		<a href="https://rushil.com/investors_pdf/codes_policies">https://rushil.com/investors_pdf/codes_policies</a>
Policy for determining 'material' subsidiaries	Yes		<a href="https://rushil.com/investors_pdf/codes_policies">https://rushil.com/investors_pdf/codes_policies</a>
Details of familiarization programs imparted to independent directors	Yes		<a href="https://rushil.com/investors_pdf/codes_policies">https://rushil.com/investors_pdf/codes_policies</a>
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://rushil.com/investor_relationship.html#Others">https://rushil.com/investor_relationship.html#Others</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		<a href="https://rushil.com/investor_relationship.html#Others">https://rushil.com/investor_relationship.html#Others</a>
Financial results	Yes		<a href="https://rushil.com/investor_relationship.html#Financials">https://rushil.com/investor_relationship.html#Financials</a>
Shareholding pattern	Yes		<a href="https://rushil.com/investor_relationship">https://rushil.com/investor_relationship</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://rushil.com/investor_relationship.html#a1">https://rushil.com/investor_relationship.html#a1</a>
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		<a href="https://rushil.com/investor_relationship.html">https://rushil.com/investor_relationship.html</a>
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		<a href="https://rushil.com/investor_relationship.html#a2">https://rushil.com/investor_relationship.html#a2</a>
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Not Applicable		
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://rushil.com/">https://rushil.com/</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://rushil.com/investors_pdf/codes_policies">https://rushil.com/investors_pdf/codes_policies</a>



Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		
It is certified that these contents on the website of the listed entity are correct.	Not Applicable		
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6)	Yes	
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	



Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent	25(10)	Not Applicable	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

**Other Information**

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

**Other Information**

Name  
Designation

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*Modi*  
**MR. HASMUKH K. MODI**  
Company Secretary & Compliance Office

