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RDL/BSE/046/2016-17
Date: 28.09.2016

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

BSE Equity Script Code 533470

Dear Sir,

**SUB.: PROCEEDING OF THE 22ND ANNUAL GENERAL MEETING OF COMPANY
HELD ON TUESDAY, 27TH DAY OF SEPTEMBER, 2016**

In Compliance with the provision of the Regulation 30 read with Para A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015 executed with Stock Exchange(s), the proceeding of the 22nd Annual General Meeting of Company held on Tuesday, the 27th day of September 2016 at 3.00 P.M. at the Registered Office of the Company at S. No. 125, Nr. Kalyanpura Patia, Village Itla, Gandhinagar Mansa Road, Tal. Kalol, Dist. Gandhinagar – 382845 is as follow:

1. Shri Ghanshyambhai A. Thakkar, Chairman, Shri Krupeshbhai G. Thakkar, Managing Director, Shri Kaushikbhai J. Thakkar, Executive Director, Ms. Jingle P. Thakkar, Independent Woman Director and Shri Shankar Prasad Bhagat, Independent Director & Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company were present in the Meeting.
2. Mr. Keyur M. Gajjar, Chief Executive officer (CEO), Mr. Vipul S. Vora, Chief Financial Officer (CFO), Mr. Hasmukh K. Modi, Company Secretary & Compliance Officer, a representative of M/s. Parikh & Majmudar, Statutory Auditors and CS Chirag G. Shah, Proprietor of M/s. Chirag G. Shah & Co., Secretarial Auditor, were also present in the meeting.
3. In aggregate, 25 Members representing 7891706 equity shares were present in the meeting in person.
4. Shri Ghanshyambhai A. Thakkar, Chairman of the Company took the chair and welcomed the members present in the meeting and informed that the requisite quorum for meeting is present, the Chairman called the meeting to order. The quorum was present throughout the meeting.
5. Then, all the persons sitting on the dais at the AGM were introduced and informed that Mr. Rohitbhai B. Thakkar, Independent Director of the Company could not remain present at the meeting due to his preoccupation.

Rushil Decor Ltd.

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

Corporate Office : 1, Krinkal Apt., Mahalaxmi Society, Paldi, Ahmedabad-380007, Gujarat, India.

Ph. : 079-26651346, 26622323 Fax : 079-26640969 E-mail : info@rushil.com Web site : www.virlaminate.com





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6. The Members were informed that the Statutory Registers including Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the directors are interested, Auditor's Report, Secretarial Audit Report and other relevant documents are available for inspection of the members at the Annual General Meeting.
7. It was further informed to the members present in the Meeting that, in compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 including amendment thereof and applicable provisions of SEBI (LODR) Regulations, 2015, the Company provided the facility to its members to cast their vote by electronic means, through the Remote e-voting services by using the platform of CDSL. Then, it was stated that the facility of e-voting commenced on 23rd September, 2016 at 9.00 AM and concluded on 26th September, 2016 at 5.00 PM.
8. It was informed that Members who have not casted their vote by remote e-voting, they may cast the same through the Ballot Paper available in the meeting and the members who have cast their vote by remote e-voting, they were not entitled to cast their vote again by ballot papers. Also informed that CS Chirag G. Shah Proprietor of Chirag G. Shah & Co., Practicing Company Secretary (FCS Membership No: 6572 & CP No.: 11827) appointed, as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
9. The Notice of the 22nd Annual General Meeting together with the Explanatory statement and the Auditors Report was taken as read with the consent of the members present at the meeting. Then after, the businesses as mentioned below and also mentioned in the notice of AGM were processed.

ORDINARY BUSINESS:

- a) Adoption of the Audited Financial Statements of the Company for the year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon by **ordinary Resolution**.
- b) Declaration of final dividend of Rs. 0.50 per equity share and approved the interim dividend of Rs. 0.50 per equity share, already paid during the year, for the year ended March 31, 2016 by **ordinary resolution**.
- c) Re-appointment of Shri Kaushikbhai J. Thakkar, as a director of the Company, who retires by rotation and, being eligible, offers himself for reappointment by **ordinary resolution**.
- d) Re-appointment of M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad (Firm Registration No. 107525W) as the Statutory Auditors of the Company and to fix their remuneration by **Ordinary Resolution**.

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SPECIAL BUSINESS:

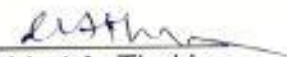
- e) Re-appointment of Shri Rohitbhai B. Thakkar as an Independent Director of the Company for second term **by special resolution.**
- f) Continuation of appointment and fixing the salary of Mrs. Krupaben K. Thakkar, relative of Director(s) **by ordinary resolution.**
- g) Approval the fees for delivery of any document through a particular mode of delivery to a member **by ordinary resolution.**
10. It was informed that there is no any qualification, observation, or comments or other remarks on financial transactions or matters in the Auditor's Report as given by the Statutory Auditors which have any adverse effect on the functioning of the company.
11. It was further informed that there is no any qualification, observation or comments or other remarks in the Secretarial Audit Report issued by the CS Chirag G. Shah, Proprietor of M/s. Chirag G. Shah & Co., Secretarial Auditor for the year ended on 31.03.2016.
12. Then, it was requested to the Shareholders to deposit the Ballot paper in the Ballot box placed in the Meeting hall to give effect to the votes cast by them. Then, informed to the members that the combined results of the votes cast through remote e-voting and poll on all the Resolutions would be declared with the time being in force.

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

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

Thanking you,

For Rushil Décor Limited


Ghanshyambhai A. Thakkar
Chairman
DIN: 00208843



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