



Corporate Office:  
Rushil House  
Near Neelkanth Green Bungalow,  
Off Sindhu Bhavan Road, Shilaj,  
Ahmedabad-380058, Gujarat, INDIA.

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

+91-79-61400400 +91-79-61400401 www.virlaminate.com

**RDL/030/2019-20**  
**Date: 21.09.2019**

To,  
The National Stock Exchange of India Ltd  
Exchange Plaza,  
Bandra – Kurla Complex,  
Bandra (E),  
Mumbai – 400 051

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

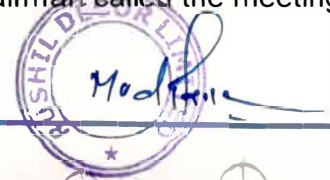
**ISIN: INE573K01017, NSE EQUITY SYMBOL: RUSHIL, BSE SCRIPT CODE: 533470**

**Dear Sir/Madam,**

**SUB.: PROCEEDING OF THE 25<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY, 21<sup>ST</sup> DAY OF SEPTEMBER, 2019**

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, the proceeding of the 25<sup>th</sup> Annual General Meeting of the Company held on Saturday, the 21<sup>st</sup> day of September 2019 at 12:30 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 of the meeting occupied the chair to lead the meeting.
2. Shri Ghanshyambhai A. Thakkar, Chairman, Shri Krupeshbhai G. Thakkar, Managing Director, Shri Ramanikbhai Kansagra, Executive Director, Mrs. Jingle 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.
3. 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 Mr. Shalin M. Jain, Secretarial Auditor, were also present in the meeting.
4. In aggregate, 26 Members representing 7541749 equity shares were present in the meeting in person. One proxy was present representing 23,500 equity shares of the Company.
5. Members present in the meeting were welcomed and it was informed that the requisite quorum for meeting is present. Accordingly, the Chairman called the meeting to order. The quorum was present throughout the meeting.





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6. Then, all the persons sitting on the dais at the AGM were introduced and Chairman informed that Mr. Rohitbhai Thakkar, Independent Director of the Company could not remain present at the meeting due to his personal reason.
7. 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.
8. 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 Tuesday, the 17<sup>th</sup> September, 2019 at 9.00 AM and ended on Friday, the 20<sup>th</sup> September, 2019 at 5.00 PM.
9. 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 Shalin M. Jain, Practicing Company Secretary (ACS Membership No: 30427 & CP No.:21379) appointed, as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
10. The Notice of the 25<sup>th</sup> 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.
11. 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 Financial Year ended on March 31, 2019 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 for the year ended on March 31, 2019 by **Ordinary Resolution**.





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- c) To appoint a Director in place of Shri Ghanshyambhai A. Thakkar, (DIN: 00208843) who retires by rotation and, being eligible, offers himself for re-appointment by **Ordinary Resolution**.

**SPECIAL BUSINESS:**

- d) Appointment of Mr. Ramanik T. Kansagara (Din: 08341541) as a Director by **Ordinary Resolution**
- e) Re-appointment of Mr. Shankar Prasad Bhagat (DIN: 01359807) Independent Director of the Company for a Second term of five years by **Special Resolution**.
- f) Re-appointment of Mrs. Jingle Thakkar (DIN: 06941497) Independent Director of the Company for a Second term of five years by **Special Resolution**.
- g) Ratification/Approval of Material Related Party Transactions entered into by the Company with Related Party by **Ordinary Resolution**.

12. It was informed that there is no 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.

13. It was further informed that there is no qualification or comments or other remarks in the Secretarial Audit Report issued by the CS Shalin M. Jain, Secretarial Auditor for the year ended on 31.03.2019.

14. 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 at 01:00 PM 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 record and do the needful.

Thanking you.

Yours Faithfully,  
For, Rushil Decor Limited

*Mod Mukh*

Hasmukh K. Modi  
Company Secretary  
Tele No.: (079) 61400400

