



RUSHIL

DECOR LIMITED

WE'LL MAKE IT

RDL/046/2021-22
Date: 03.09.2021

To,
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051
NSE EQUITY SYMBOL: RUSHIL

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
SCRIPT CODE: 533470

ISIN: INE573K01017

Sub: Submission of Annual Report for the Financial Year 2020-21.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclose the **Annual Report** of RUSHIL DÉCOR LIMITED (the Company) for the Financial Year 2020-21.

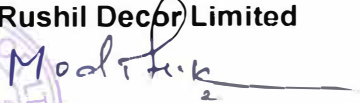
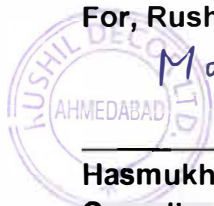
The aforesaid Annual Report has also been placed on the website of the Company at www.rushil.com

This is for your information and record.

Thanking you

Yours Faithfully,

For, Rushil Decor Limited

Hasmukh K. Modi
Compliance Officer

Encl.: Annual Report for the FY 2020-21



RUSHIL DÉCOR LTD., 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

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ANNUAL REPORT

2020-21



RUSHIL

DECOR LIMITED

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ACROSS THE PAGES

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Please find our online version at:
<https://rushil.com/investor-relationship>.

Or simply scan to download
[php#Financials](#)



Disclaimer : This document contains statements about expected future events and financials of Rushil Décor Limited, 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 a 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 a number of 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 at 31st March, 2021	₹ 41,678 Lacs
CIN	L25209GJ1993PLC19532
BSE Code	533470
NSE Symbol	RUSHIL
Bloomberg Code	RDL:IN
Dividend Declared	5% (₹ 0.50 Per Share)
AGM Date	27 th September, 2021
AGM Mode	Video Conferencing (VC)/ Other Audio Visual Means (OAVM)
Shareholding Structure	Promoters: 58.54% FPI: 7.13% Bodies Corporate: 10.95% Others: 23.38%

GROWTH IS US!

Yesterday, Today and Tomorrow, what really is the difference between the three?

If you ask us, we'd say, Growth. Growth is the difference between what we were yesterday, what we are today and everything we can be tomorrow.

As one of the leading manufacturers of wood panels and decorative laminates in India, we, at Rushil Décor Limited (RDL), strive to constantly improve ourselves and be a better version each day. We focus on enhancing our operational efficiencies through world-class product innovation. And in this process, Growth becomes our catalyzing ingredient within and the guiding star above.

Last year brought about significant changes in the way we work and live. It saw people not being tethered to their desks any longer. As a result, we saw an increasing number of consumers willing to spend a good share of their disposable income on high-end necessities such as work-from-home furniture and renovation works. It led to rising demand for MDF and laminates.

Our innovative 4F strategy at the helm of our operations places us right to produce superior products at competitive costs. It has prepared us to claim an even bigger share of the market. As we walk on this road of advancement, we know growth is both the wind beneath our wings and our wings, just like we are growth and Growth is us!



RUSHIL DÉCOR LIMITED IN NUTSHELL



MISSION

Delivering 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 realize their full potential.



VISION

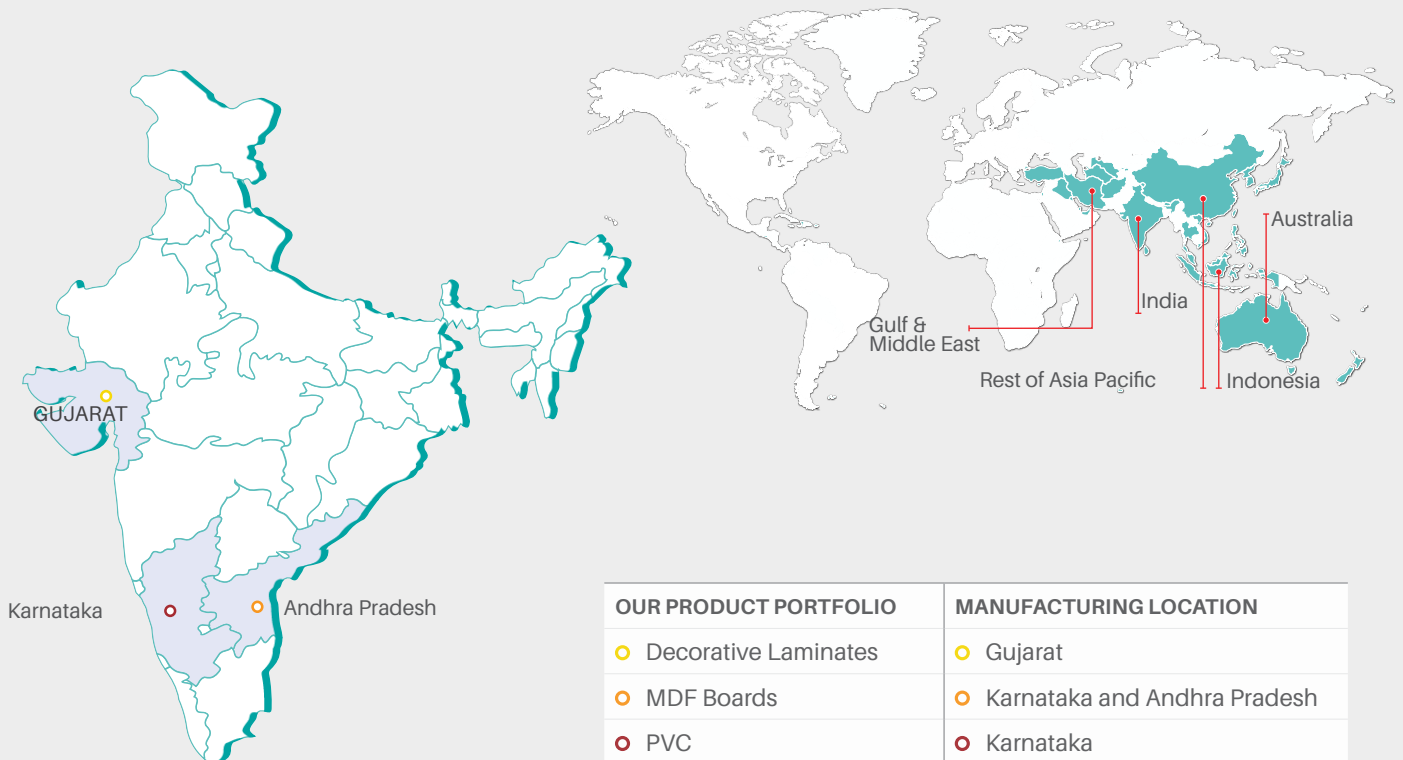
Create a better everyday life for our customers. Our vision is to offer a wide range of well-designed, environment-friendly functional products at affordable prices and commit to deliver growth consistently to our investors and employees. Our objective is to have long-standing and trustful investor,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

Our Customers:



Residential and Commercial Spaces

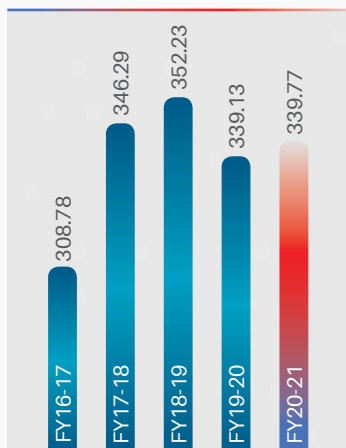
The Markets We Serve:



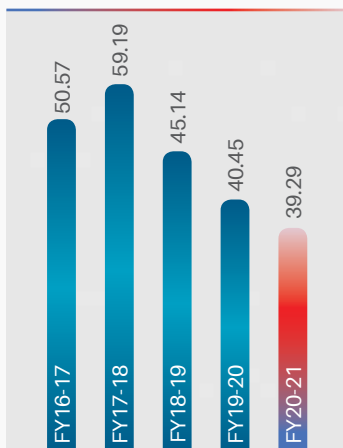
This map is a generalised illustration only for the ease of the reader to understand the locations, and is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company 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.

KEY PERFORMANCE INDICATORS (KPIs)

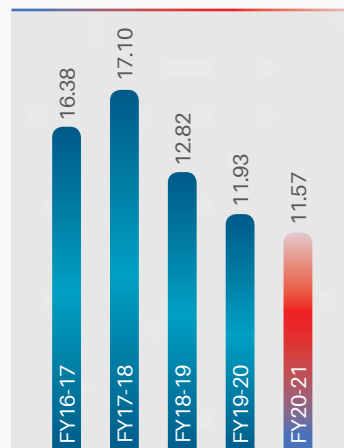
Total Revenue (₹ in Cr.)



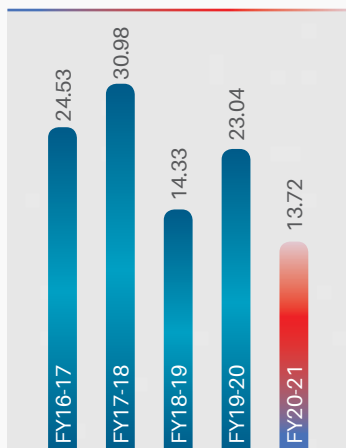
EBITDA (₹ in Cr.)



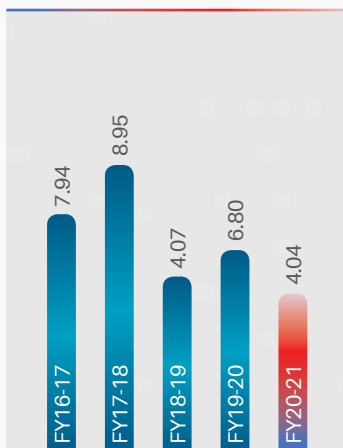
EBITDA Margin (in %)



PAT (₹ in Cr.)

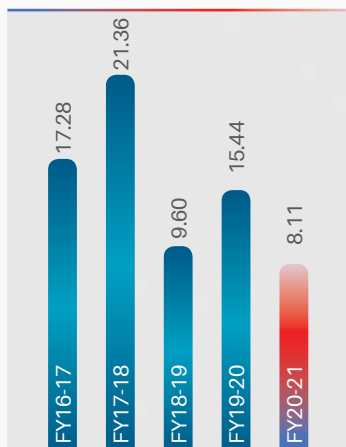


PAT Margin (in %)



* EBITDA: Earnings before Interest, Depreciation, Tax and Amortization
 * PAT: Profit after Tax
 * EPS: Earnings Per Share

EPS (in ₹)



MANAGING DIRECTOR'S MESSAGE



“ WITH THE ECONOMIC GROWTH OF INDIA PICKING UP PACE, WE ARE ALL SET TO BE A PART OF THIS GROWTH ENGINE WITH THE COMMISSIONING OF OUR ANDHRA PRADESH PLANT. WITH A THRUST ON DEPLOYING STATE-OF-THE ART TECHNOLOGY AND PRODUCT INNOVATION, WE AIM TO CAPTURE AND SUSTAIN INCREASINGLY LARGER MARKET SHARE AND CREATE VALUE FOR ALL OUR STAKEHOLDERS.

Dear Shareholders,

I extend my warm greetings to all the stakeholders, associates and the entire community associated with Rushil Décor Limited. I am glad for this opportunity to share our Company's business progress, achievements, and progressive outlook with you all. But before I proceed, I sincerely hope you and your dear ones are safe and urge you to continue taking good care and be cautious in these uncertain times.

The Year that was

The year 2020 saw Indian industries and their counterparts worldwide reeling under the impact of the Covid-19 pandemic. This never-seen-before health crisis and the toll it took in the form of the first and second waves on India's economic zeal and social spirit has been monumental.

With the Government and society's unrelenting safety measures, the number of cases has gradually subsided. The economy is slowly yet

firmly inching back towards normal, and so are different industries across various sectors.

I am happy to state that we have reopened our business while ensuring the highest possible safety measures and precautions for all our employees and business associates. In the year ended 31st March 2021, we registered a revenue of ₹339.77 Cr., with EBITDA and PAT at ₹39.29 Cr. and ₹13.72 Cr., respectively.

Despite such turbulent market conditions, we were able to maintain the previous year's topline. Operating margins were impacted due to the continued expenses incurred even during the various lockdowns. However, we drew upon our advantage to maintain our market shares across all our brands. In fact, our Q4 2020-21's performance is a good indication of our recovery in terms of revenue and operating profit, vis-à-vis the Q4 of 2019-20.

On the Path of Growth

The onset of Covid-19 did not augur well with the Indian economy, especially in the first couple of quarters of 2020-21. However, the economy showed grit and resilience and is back on its course of growth and expansion. According to the latest report by Asian Development Bank, India's GDP is estimated to grow @10% for the financial year 2021-22; having contracted by 7.3% during the fiscal year 2020-21.

(Source: <https://scroll.in/latest/1000624/indias-economic-growth-forecast-lowered-to-10-for-2021-22-says-asian-development-bank>).

As far as the Wood Panel and Decorative Laminates industry are concerned, we are safely positioned to capture a large share of the growing market with our flagship brands - VIR Laminate, VIR MDF, and VIR PVC.

We identify steady growth of the commercial and housing real estate sector as our principal growth driver. Due to rising safety awareness amongst general masses and large-scale vaccination drives conducted by the Government of India, both commercial and housing real estate segments have been abuzz with construction activity. The insistence of the Government of India in providing housing for all has also been a major boost. The rising income of the urban households has translated into rising demand for well-furnished living and workspaces with high aesthetic appeal.

This has led to the demand for trendy, ready-to-assemble (RTA) furniture that is pocket friendly, durable and eye-catching. The furniture industry has traditionally relied on Plywood for its manufacturing requirements. However,

Plywood is being gradually replaced by the medium density fibreboard (MDF) that is equally durable, highly affordable and environmentally sensitive.

At RDL, we strongly believe that MDF is a futuristic product. Speaking from the growth trends demonstrated by the MDF segment, it can be safely assumed that the MDF will take over a large part of Plywood segment in the coming decade.

Laminates and MDFs were the second and third highest revenue grosser after Plywood in the wood furniture market in India in 2020. Currently, the MDF segment has reported a CAGR of about 15% per annum (p.a.) and is soon anticipated to increase to 20%. The market size of MDF in India is ₹ 18 Billion. India imports 2.4 lac cubic meters of MDF every year. With our Andhra Pradesh (AP) plant soon reaching its optimum capacity, we expect ₹ 350 Cr. of annualized turnover in the MDF segment only.

The market size of laminate segment in India is ₹ 50 Billion and presents an opportunity of a 10% CAGR every year. According to the Department of Commerce and Industry, Indian imports under the segment, during the year 2020-21, were to the tune of ₹ 541.03 lacs.

PVC market in India, presently worth ₹ 10 Billion, is estimated to expand at 10% CAGR. We are expanding our dealership network across the nation to increase our market presence in these segments, too. Thus, being well-heeled amongst the industry leaders in decorative laminates and MDF, RDL can proudly identify with its motto of growth and excellence.

Being in harmony with the community

We, as a Company, believe in maintaining a sustainable work environment and deeply care for the community and environment in which we operate. Corporate social responsibility (CSR) has been a core part of our value system ever since our Company's emergence. Our goal is to aid significant socio-economic development. The vital areas of CSR activities for us have been education, health and well-being projects and eradication of hunger and poverty.

Our overall strategy is based on the principles of organic growth, operational improvement, strong financial position, and innovative products. Our focus is on penetrating the existing markets further through multiple channels. Different segments and the multitude of channels have played a crucial role in targeting a large market share in South India.

In the end

I want to thank the entire team of RDL for their untiring efforts, hard work and dedication. I would also sincerely like to thank all the stakeholders for their undeterred support and faith in our Company. This trust is what motivates us to achieve newer heights and grow consistently.

Take care and stay safe!

Warm Regards,

Krupesh Thakkar

(*Source: www.statista.com, <https://economictimes.indiatimes.com/industry/indl-goods/>, <https://www.mordorintelligence.com/industry-reports/wood-furniture-market-in-india>)

CONTEMPORARY COMPANION OF MODERN FURNITURE



Furniture industry in India is expected to witness CAGR of 12.91% in the period between 2020 to 2024, presenting a huge growth potential. MDF is the future of the furniture industry. High durability, affordability and multipurpose use make it an ideal choice for Gen Next.

RDL enjoys a leading presence in this market with its flagship brands:

VIR MDF



USES

- High gloss finishing for printing or painted board in home décor
- Aesthetic home furniture
- Smart office furniture

VALUE PROPOSITION

- Produced using highly advanced German technology and machines
- State-of-the-art CP (continuous press) technology results in lower raw material consumption
- Amenable for use in the modern furniture manufacturing process
- Offers high aesthetic value due to its smooth finishing
- Highly durable and easy on pockets
- Environment friendly as made from recyclable materials

MANUFACTURING FACILITIES

Location: Karnataka & Andhra Pradesh

Capacity: 1100 CBM (addition of 800 CBM March 21)

Utilization: 82%

PRODUCT SPECIFICATION

- Dimensions: 4ft.* 8ft.
- Thickness: from 2 mm to 30 mm
- Grades: Both interior and exterior grades

MARKETING AND DISTRIBUTION NETWORK

- 80 Distributors
- 3 Consignment Stockists
- 1 Branch
- 850 Dealers



RUSHIL
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DYNAMIC DESIGNS FOR VIBRANT DÉCOR





Vibrancy in décor brings any living space – home or office – to life. After all, functionality alone is not enough. Any place needs a soul, and RDL’s decorative laminates infuse life into the decors, filling it with vigour and vitality.

Our key brands in the laminates sector are:

VIR Laminates and Signor Laminates



USES

- Surface solutions for beautifying the home interiors
- Sturdy surface application for industrial use

VALUE PROPOSITION

- Design leadership and product innovation with 500+ designs and 50+ textures
- Affordable and durable with excellent quality
- ISO 9001:2008; ISO 14001:2004; BSOHSAS 18001:2007 quality certifications
- Quality certification for management systems of all the laminate plants by ISOQAR
- Certificate of compliance by UK certification and inspection Ltd.
- Strong product development and merchandising team

MANUFACTURING FACILITIES

Location: Gujarat

Capacity: 34.9 Lacs sheets p.a.

Utilization: 78%

MARKETING AND DISTRIBUTION NETWORK

- 70 Distributors
- 13 Consignment Stockists
- 3 Depot
- 3 Branches
- 1950 Dealers

MARVEL OF GREEN ENGINEERING



RDL proudly claims its space in the market with its brand:

VIR PVC



All our earth needs today is mindful usage of its resources to promote sustainability while also minimizing risk to human health and the environment. At RDL, we have VIR PVC, which integrates this sensitivity deeply into our business. Made from recyclable material, our PVC boards are 100% eco-friendly.

USES

- Home interiors
- Industrial and commercial units like automotive and construction

VALUE PROPOSITION

- A superior quality product made from eco-friendly, recyclable material

- Easily adaptable for multiple uses
- LEED certification-led carbon credits
- Available in both interior and exterior grades

MANUFACTURING FACILITIES

Location: Karnataka

Capacity: 12480 CBM p.a.

Utilization: 14% utilization (F.Y 21)

MARKETING AND DISTRIBUTION NETWORK

- Pan India presence using current marketing and distribution channels

SYNERGY WITH THE SOCIETY

As a responsible corporate citizen, RDL has well comprehended the significance of nurturing the communities it is a part of. We uphold the principle of giving back to society earnestly and seek to become contributing members that other segments can rely on.

The majority of our corporate social responsibility (CSR) initiatives focus on enabling the weaker section of the community. We endeavour to help them overcome challenges in terms of education, health facilities, poverty and hunger eradication. Besides these, we have also demonstrated equal interest in undertaking CSR projects in orphanages, and animal welfare.

As an aware and conscious Company, we shall continue to shoulder our responsibilities towards empowering the surrounding community and help them thrive in the times to come.



NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh (27th) Annual General Meeting ("AGM") of the members of Rushil Décor Limited (CIN: L25209GJ1993PLC019532) will be held on Monday, 27th September, 2021 at 11:15 A.M. through Video Conference (VC) or Other Audio Visual Means (OAVM), to transact the businesses as mentioned below:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 and the Report of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 0.50 (Fifty Paise) per Equity Share of ₹ 10/- each for the Financial Year ended 31st March, 2021.
3. To appoint a Director in place of Mr. Ramnikbhai T. Kansagara (DIN: 08341541), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration in place of retiring auditors and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the recommendation of the Audit Committee and as approved by the Board of Directors of the Company, M/s. Pankaj R. Shah & Associates, Chartered Accountants (Firm Registration No. 107361W), be and are hereby appointed as statutory auditors of the Company, in place of retiring auditors M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W), to hold office from the conclusion of Twenty Seventh (27th) Annual General Meeting until the conclusion of the Thirty Second (32nd) Annual General Meeting on such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors."

Special Business:

5. **Appointment of Mr. Kantibhai A. Puj (DIN: 09273355) as an Independent Director of the Company for a Term of One Year**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable

provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time ("Act") and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), Mr. Kantibhai A. Puj (DIN: 09273355) who was appointed as an Additional Director categorized as an Independent Director with effect from 13th August, 2021 by the Board of Directors, who holds office upto the date of this Annual General Meeting under Section 161 of the Act, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of One year from 13th August, 2021 to 12th August, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. **To Appoint Mr. Rushil Krupesh Thakkar (DIN: 06432117) as a Director of the Company, liable to retire by rotation**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("Act"), Mr. Rushil Krupesh Thakkar (DIN: 06432117) who was appointed as an Additional Director of the Company with effect from 13th August, 2021 by the Board of Directors, who holds office upto the date of this Annual General Meeting under Section 161 of the Act, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member

Notice (Contd.)

proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. To appoint Mr. Rushil Krupesh Thakkar (DIN: 06432117) as an Executive Director of the Company and fix his remuneration.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and read with Schedule V, as amended from time to time (“Act”) and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), approval of the members of the Company be and is hereby accorded for the appointment of Mr. Rushil Krupesh Thakkar (DIN: 06432117) as **Whole-time Director** designated as an Executive Director of the Company for a period of **5 years** with effect from 13th August, 2021 to 12th August, 2026, who is liable to retire by rotation on such terms and conditions of appointment including remuneration as recommended by the Nomination and Remuneration Committee and the Board of Directors, which is set out in the explanatory statement annexed to the notice convening this annual general meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary, alter terms of appointment (including change in designation), enhance, or widen the scope of remuneration (including Fixed Salary and Increments thereto) payable to Mr. Rushil Krupesh Thakkar during his tenure as Whole Time Director of the Company to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company provided that any such variation in remuneration shall not exceed any amount permitted to be paid to Mr. Rushil Krupesh Thakkar, as specified in the resolution above.

RESOLVED FURTHER THAT in terms of applicable provisions and Schedule V of the Act wherein any Financial Year during the currency of tenure of Mr. Rushil Krupesh Thakkar, the Company has no profits or its profits are inadequate, the Company may pay the remuneration to Mr. Rushil Krupesh Thakkar, within the limits as set out under Schedule V to the Act (including any statutory modification (s) or re-enactment) as the minimum remuneration, subject to necessary approvals and compliances as per the applicable provisions of the Act, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director (s) or Company Secretary to give effect to the aforesaid resolution.”

By Order of the Board,
For Rushil Décor Limited

Date: 13th August, 2021

Place: Ahmedabad

Hasmukh K. Modi

Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts with respect to the Special Business set out in the Notice is annexed hereto and forms part of this Notice.
2. General instructions for accessing and participating in the AGM through VC/OAVM Facility and voting through electronic means including remotee-Voting:
 - (a) In view of the COVID-19 pandemic, social distancing is a norm to be followed and therefore, the Ministry of Corporate Affairs (“MCA”) vide its Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 02/2021 dated 13th January, 2021, (“MCA Circulars”) allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before 31st December, 2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020. In compliance with the above circulars, the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, physical attendance of the Members to the AGM venue is not required and thus, the AGM of the Company is being held through video conferencing (VC) or other audio

Notice (Contd.)

- visual means (OAVM). The deemed venue for the 27th AGM shall be the Registered Office of the Company.
- (b) In terms of MCA Circulars and SEBI Circulars, since the AGM will be held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility of appointment of proxies by Members will not be available for the AGM. However, the Corporate Members intending to send their authorized representatives to attend the AGM through VC/OAVM are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and cast their votes through e-voting.
- (c) Members may join the AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open for the Members from 15 minutes before the scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time of the commencement of the Meeting.
- (d) Members may note that VC/OAVM facility, provided by NSDL, allows participation for atleast 1000 members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. can attend the AGM without restriction on account of first- come-first-served principle.
- (e) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (f) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General meeting (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with MCA Circulars and SEBI Circulars, the Company is providing (i) facility of remote e-voting for voting before the AGM and (ii) facility of e-voting at the AGM to its Members in respect of the business to be transacted at the AGM to be held through VC/OAVM.
- (g) National Securities Depository Limited (“NSDL”) will be providing the remote e-voting facility for participation in the AGM through VC/OAVM Facility and e-voting during the AGM.
- (h) In terms of the MCA Circulars and SEBI Circulars, Notice of the AGM and the Annual Report for the Financial Year 2020-21 including therein the Audited Financial Statements for the Financial Year 2020-21, will be available on the website of the Company at www.rushil.com and also available on the website of BSE Limited at www.bseindia.com. The Notice of AGM will also be available on the website of NSDL at www.evoting.nsd.com.
- (i) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
3. Instructions for Members for Remote E-Voting are as under:
- (a) The remote e-Voting period begins on 23rd September, 2021 at 9:30 A.M. IST and ends on 26th September, 2021 at 5:00 P.M. IST. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
- (b) A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- (c) The process and manner of remote e-Voting are as under:
- How do I vote electronically using NSDL e-Voting system?
- The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:
- Step 1: Access to NSDL e-Voting system**
- (A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**
- In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> I. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. II. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/ IdeasDirectReg.jsp. III. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 options available against Company name or e-Voting service provider - 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.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against Company name or e-Voting service provider-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.</p>

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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 toll free no.: 1800 1020 990 and 1800 22 44 30.
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 022-23058738 or 022-23058542-43.

(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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/ Members' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

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 DPID 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 (e-Voting Event 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:
 - (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (ii) 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.

Notice (Contd.)

- (iii) How to retrieve your 'initial password'?
 - (a) 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'.
 - (b) 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:
 - (i) 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.
 - (ii) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (iii) 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.
 - (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - (v) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox.
 - (vi) Now, you will have to click on "Login" button.
 - (vii) After you click on the "Login" button, Home page of e-Voting will open.

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

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

- I. 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.
- II. Select "EVEN" of Rushil Décor Limited for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- III. Now you are ready for e-Voting as the Voting page opens.
- IV. 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.
- V. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- I. Institutional shareholders (i.e. other than individuals, HUF, NRI 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 authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to shalin_cs@yahoo.com with a copy marked to evoting@nsdl.co.in.
- 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.

Notice (Contd.)

- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “Download” section of www.evoting.nsd.com. For any further grievance related to the remote e-voting, members may call on the toll free no. 1800 1020 990 /1800 224 430 or mail at the designated email ids: evoting@nsdl.co.in. Members may also write to the Company Secretary at the Company’s email address at ipo@rushil.com.
4. Process for those shareholders whose email ids are not registered for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:
- Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by providing Folio No., Name of Shareholder, Complete Address, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) to the email address of the Company at ipo@rushil.com.
 - If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Instructions for Members for e-Voting during the AGM are as under:-
- Members may follow the same procedure for e-voting during AGM as mentioned above for remote e-voting.
 - Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 - The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM facility but shall not be entitled to cast their vote again.
 - The details of the authority who may be contacted for any grievances connected with the facility for e-voting before or during the AGM shall be the same as mentioned for remote e-voting (Refer instruction no. 3).
6. Instructions for Members for attending the AGM through VC/OAVM are as under:
- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice to avoid last minute rush.
 - Members are encouraged to join the Meeting through Laptops for better experience.
 - Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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- (d) Please note that Members connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
- (e) Members can submit their questions at least 48 hours before the commencement of AGM with regard to Annual Report, Financial Statements or any other matter to be placed at the AGM. Members may send their request from their registered email address mentioning their name, demat account number/ folio number, email id, mobile number at email address of the Company at ipo@rushil.com. The same will be replied by the Company suitably.
- (f) Members who would like to ask questions during the AGM with regard to Annual Report, Financial Statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request, on or before Friday, 24th September, 2021, from their registered e-mail address mentioning their name, demat account number/folio number, email id, mobile number at email address of the Company at ipo@rushil.com. Those Members who have registered themselves as a speaker will only be allowed to ask questions during the AGM, depending upon the availability of time.
7. Pursuant to the MCA Circulars and SEBI Circulars and in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the Financial Year 2020-21 including therein, the Audited Financial Statements for Financial Year 2020-21, Auditor's report, Board's report, along with all the annexures are being sent only by email to those Members whose email addresses registered with the Company / Depository Participants. Therefore, the Members, who wish to receive the Notice of the AGM and the Annual Report for the year 2020-21 and all other communication sent by the Company, from time to time, are requested to update their email address with the Company / its RTA (in case of shares held in physical mode) by sending the request at ipo@rushil.com and Depository Participants (in case of shares held in demat mode).
8. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2021 to 27th September, 2021 (both days inclusive) for the purpose of determining the names of Members eligible for dividend on equity shares, if declared at the AGM.
9. The Board of Directors has recommended Final Dividend of ₹ 0.50 (Fifty Paisa) per Equity Share for the Financial Year ended 31st March, 2021, subject to the approval of the shareholders at the AGM.
10. The dividend, if any, approved by the Members will be paid, as per the mandate registered with the Company or with their respective Depository Participants. In case the dividend declared at AGM could not be paid due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant, Cheque, Demand Draft to such shareholder by post or courier.
11. In case of joint holders, the Member whose name appeared 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 and the dividend will be paid in the name of such first holder in the order of names.
12. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company / its RTA (in case of shares held in physical mode) and Depository Participants (in case of shares held in demat mode). For all Members - details that should be completed and /or updated, as mentioned below:
- Resident Member**
- A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G (applicable to an individual below the age of 60 years) / 15H (applicable to an individual above the age of 60 years), to avail the benefit of non-deduction of tax at source.
 - Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Further, the Finance Act 2021 has proposed higher TDS rate for non-filers of income tax return for immediate past two years (u/s 206AB), accordingly in such case tax will be deducted at a higher rate of 20%.

Notice (Contd.)

- Mutual Funds which are exempted under section 196(iv) / 197A(1F) of the Income Tax Act, 1961 (hereinafter referred as “the Act”) are required to provide self-attested SEBI registration certificate along with a declaration that they are covered under clause (23D) of section 10 of the Act.
- Alternative Investment Fund (AIF) established in India to submit a documentary evidence that concerned ‘Investment Fund’ is a fund as defined in clause (a) of the Explanation 1 of section 115UB of the Act; and a declaration that its dividend income is exempt under section 10(23FBA) of the Act.
- Provident Fund, Superannuation Fund, Gratuity Fund, Pension Fund and ESI Fund whose income is exempt under section 10 of the Act and on which TDS is not required to be deducted are required to provide self-attested valid documentary evidence (like approval granted by Income Tax Officer / Commissioner, relevant copy of registration, etc.)
- Insurance Companies are entitled for TDS exemption under section 194 of the Act and are required to provide self- attested IRDA registration certificate.
- If any Member has obtained lower / nil withholding tax certificate under the Act, then TDS will be deducted at lower / nil rate mentioned on the certificate (self-attested copy of the certificate is required).
- If any other member is entitled for exemption then valid self-attested documents (like registration copy, income tax order, etc.) are required to be provide for claiming exemption from TDS.

Non-Resident Member

- Non-resident Members including FII& FPI can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Self-attested copy of valid Tax Residency Certificate (TRC) for the tax year 2021-22 obtained from the tax authorities of the country of which the member is a resident, declaration in Form 10F, Self-attested copy of PAN, any other document which may be required to avail the tax treaty benefits.
- If any member has obtained lower / nil withholding tax certificate under the Act, then TDS will be deducted at lower / nil rate mentioned on

the certificate (self-attested copy of the certificate is required).

- If any member is entitled for exemption then valid self-attested documents (like registration copy, order, etc. by Indian Tax Authorities) are required to be provide for claiming exemption from TDS.

All these documents duly completed and signed are required to besendbyemailto account@rushil.com with cc to ipo@rushil.com by 24th September, 2021.

Note: Please always quote your registered Folio Number/DP-ID & Client-ID, PAN, while communicating/ submitting documents as mentioned above with the Company.

Other General Information to Members

- Application of TDS rate is subject to necessary due diligence and verification by the Company of the member details as available in register of Members on the Book Closure Date and above prescribed documents. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.
- The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction on dividend paid to members. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident member.
- In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund, if eligible.
- In case dividend income is assessable in the hands of person other than member then declaration needs to be provided by member for the same as per Rule 37BA of the Income Tax Rules, 1962.
- In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member/s, such Member/s will be responsible to indemnify the Company against all claims, demands, penalties, losses etc. and also, provide the Company with all information / documents and co-operation in any appellate proceedings. No claim shall lie against the Company for such taxes deducted.

Notice (Contd.)

- Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Members should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.
13. For payment of dividend to the Members holding shares in electronic mode, the Company will use bank particulars registered against their respective depository accounts. In cases where the core banking details are not available, dividend warrants / demand draft may be issued to the Members with bank details printed thereon as available in the Company's records. Accordingly, Members holding shares in demat form, are requested to update their Electronic Bank Mandate with their Depository Participants.
 14. Members of the Company are informed that pursuant to the applicable provisions of the Companies Act, 2013, the dividends that remain unpaid/unclaimed for a period of 7 (seven) years from the date of transfer to the unpaid dividend account and underlying equity shares on which dividend remain unpaid/ unclaimed for a period of 7 (seven) consecutive years are required to be transferred to the Investor Education & Protection Fund ("IEPF") Authority established by the Central Government.
Members are requested to note that the details of the unclaimed dividends are available on the Company's website at https://rushil.com/investor_relationship.php#IEPF and Ministry of Corporate Affairs – IEPF Authority at www.iepf.gov.in. The Members/ claimants whose shares or unclaimed dividend (s) have been transferred to IEPF Authority may claim the shares or apply for refund by making an online application to IEPF Authority in e-form IEPF-5 (available on www.iepf.gov.in). The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.
Members who have not encashed their dividend warrant(s) are requested in their own interest to write to the Company / RTA immediately claiming the Dividend(s) declared by the Company pertaining to the Financial Year ended 31st December, 2014 to the Financial Year ended 31st March, 2020. Kindly note that once the amount and/or shares is transferred to the IEPF Authority, no claims shall lie against the Company. However, the members can claim such amount and shares from the Authority in the manner prescribed in IEPF Rules.
 15. Members may address all the correspondences relating to dividend, dividend transferred to IEPF, change of address, share transfer, transmission, nomination etc. to the Company at ipo@rushil.com or RTA at investor@bigshareonline.com.
 16. 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 Depository Participant and holdings should be verified from time to time.
 17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
 18. As SEBI has mandated that transfer of securities in a listed Company will be processed only if the securities are held in dematerialized form, the Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant (s) with whom they have opened the dematerialization account to the Company's RTA.
 19. Electronic copy of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection in the Investor Relationship Section of the website of the Company at www.rushil.com.
 20. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
 21. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/ re-appointment are also made available in this Notice.

Notice (Contd.)

22. As per Section 118(1) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, “No gifts, gift coupons or cash in lieu of gifts shall be distributed to the members in connection with the meeting”.
23. Other Guidelines for Members:
- (a) This Notice is being sent to all the Members whose names appear as on 27th August, 2021, in the Register of Members or in the Register of beneficial owners as received from Bigshare Services Private Limited, the Registrar and Transfer Agent (“RTA”) of the Company.
 - (b) A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on 20th September, 2021, (“Cut-Off date”) only shall be entitled to avail the facility of remote e-voting. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-Off date.
 - (c) Any person holding shares in physical form and non- individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date, 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.nsdl.com or call on toll free no. 1800 1020 990 and 1800 224 430 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
 - (d) Mr. Shalin Jain, Company Secretary in Practice (COP No. 21379) having consented to act as a scrutinizer has been appointed as “Scrutinizer” for scrutinizing the e-voting process in a fair and transparent manner.
 - (e) The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM and thereafter unblock the votes casted through remote e-voting. The Scrutinizer will submit the report to the Chairman, or any person authorized by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company.
 - (f) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.rushil.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

For Item No. 4

Appointment of M/s. Pankaj R. Shah & Associates, Chartered Accountants as the Statutory Auditor of the Company.

Present Auditor:

The Members of the Company had approved the appointment of M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W), as the Statutory Auditors of the Company to hold office for a period of five years i.e. from the conclusion of the 22nd AGM [held in 2016] until the conclusion of the 27th Annual General Meeting of the Company. The present remuneration of the auditor for conducting the audit for the financial year 2020-21, is ₹ 500000 (Rupees Five Lacs Only), including Tax audit fees of ₹ 150000 excluding applicable taxes and out-of-pocket expenses and certification fees, if any. The auditor will complete their present term on conclusion of this AGM in terms of the aforesaid and Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014. On completion of its present term, the Auditor is ineligible for re-appointment pursuant to Section 139, 141(3)(g) and 144 of the Act.

Proposed Auditor:

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company, recommended for the approval of the Members, the appointment of M/s. Pankaj R. Shah & Associates, Chartered Accountants [Firm Registration Number: 107361W], as the Auditors of the Company for a period of 5 (Five) years i.e. from the conclusion of this Meeting till the conclusion of the 32nd Annual General Meeting of the Company.

While considering the candidature of the auditor, the Audit Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience, market standing of the firm, clientele served, technical knowledge etc., and found the auditor to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Pankaj R. Shah & Associates, was established in 1977 in Ahmedabad. They are peer review certified firm by Peer Review Board of the Institute of Chartered Accountants of India. The Firm is having Four Partners and Staff of around 100 people. The firm is specializes in auditing, accounting and other mainstream business Advisory Service. The audit firm has confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and is not disqualified to be appointed as Statutory

Auditor in terms of the provisions of the proviso to Section 139(2) and Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The firm has provided its eligibility certificate(s) and consent to act as the Statutory Auditor.

None of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

For Item No. 5

The Board of Directors of the Company ("the Board") at the meeting held on 13th August, 2021, on the recommendation of the Nomination & Remuneration Committee ("the Committee"), recommended for the approval of the Members, the appointment of Mr. Kantibhai A. Puj (DIN: 09273355) as a Director and also as an Independent Director of the Company for a term of one year with effect from 13th August, 2021 upto 12th August, 2022, as set out in the Resolution relating to his appointment.

Mr. Kantibhai A. Puj, pursuant to Section 152 of the Companies Act, 2013 ("the Act"), has given his consent to act as a Director of the Company, and the Company has also received requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company. Declaration has also been received from Mr. Kantibhai A. Puj that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Kantibhai A. Puj fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

The brief profile and particulars of Mr. Kantibhai A. Puj is as follows. The other 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 is mentioned in the Annexure to the Explanatory Statement attached herewith.

Mr. Kantibhai A. Puj has wide experience as an advocate in the High Court of Gujarat at Ahmedabad and in the City Civil Court as well as Income Tax Appellate Tribunal. He has also the experience as a Part-time Lecturer in Law College(s) at Ahmedabad for more than 15 years. From

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (Contd.)

December, 2001 to April 2011 he served as a Judge of the High Court of Gujarat, Ahmedabad. From October, 2012 to April, 2016, he served as President of Gujarat VAT Tribunal at Ahmedabad. He has also worked in the Commission of Inquiry to inquire into the alleged police atrocities during 25th August, 2015 to 30th September, 2015 in relation to Patidar Reservation Agitation. In March, 2018, He was appointed as Chairperson of Fees Regulatory Committee, Ahmedabad Zone, Ahmedabad. He Demitted office as Chairperson of Fee Regulatory Committee, Ahmedabad Zone, Ahmedabad in the month of February, 2021. Presently he is doing independent professional work of consultation, opinion, advice and arbitration

The Committee and the Board are of the view that the association of Mr. Kantibhai A. Puj and the rich experience he brings with him would benefit the Company as he possesses appropriate skills, expertise and competencies.

He would be entitled to sitting fees for attending the meetings of the Board & its Committees as approved by the board of directors in respect of the Non-Executive Directors Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulations, approval of the members by way of resolution is required for the appointment of Mr. Kantibhai A. Puj for a term of One Year from 13th August, 2021 up to 12th August, 2022. Accordingly, the Board recommends this Resolution for your approval.

A copy of the draft letter of appointment of Mr. Kantibhai A. Puj setting out the terms and conditions is available for inspection without any fee at the registered office and corporate office of the Company during normal business hours on working days upto the date of the Annual General Meeting.

Except Mr. Kantibhai A. Puj and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives are interested in this Resolution.

For Item No. 6 and 7

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Rushil Krupesh Thakkar (DIN: 06432117) (Mr. Rushil) as an Additional Director of the Company under Section 161 of the Companies Act and Articles of Association, with effect from 13th August, 2021.

In terms of Section 161 of the Companies Act, Mr. Rushil holds office only upto the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company has received a Notice under Section

160 of the Companies Act from a Member signifying his intention to propose Mr. Rushil's appointment as a Director. The Board (based on the recommendation of Nomination and Remuneration Committee) has also appointed Mr. Rushil as the Whole time Director categorised as an Executive Director of the Company for a period of five years from 13th August, 2021 upto 12th August, 2026, upon the terms & conditions hereinafter indicated, subject to approval of the Members. In his capacity as an Executive Director, Mr. Rushil will be focusing on driving and leading to the business apart from other key initiatives.

The approval of the members by way of ordinary resolution is sought for appointment of Mr. Rushil as an Executive Director and for payment of remuneration to him for a period of 5 years from 13th August, 2021 to 12th August, 2026. The broad particulars of the terms and conditions of appointment including remuneration payable to Mr. Rushil are as follows:

1. Mr. Rushil, Executive Director, shall, subject to the supervision and control of the Board of Directors and shall carry out such duties and exercise such powers as may be entrusted or delegated to him by the Board of Directors.
2. **Period of agreement:** 5 years from 13th August, 2021 to 12th August, 2026.
3. **Remuneration comprising of salary and perquisites/ benefits shall be as follows:**
 - A. **SALARY:** 8,00,000/- per month
 - B. **BENEFITS, PERQUISITES AND OTHER ALLOWANCES:**
Perquisites, Allowances and other benefits as decided by the Company will be provided and it will be considered in aggregate remuneration except perquisites prescribed under Section IV of Part II of Schedule V of the Companies Act, 2013, if any provided by the Company, which shall not be included in the computation of the ceiling on remuneration as prescribed under Section 197 of the Companies Act, 2013.

4. Minimum remuneration

Where in any financial year, during the tenure of Mr. Rushil, Executive Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Rushil, Executive Director, remuneration by way of salary and perquisites not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (Contd.)

5. Mr. Rushil, Executive Director shall be entitled to reimbursement of all actual expenses or charges including travel, entertainment or other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business.
6. The terms and conditions of the said appointment and/or agreement may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit.
7. Mr. Rushil, Executive Director shall not be entitled to receive any fees for attending meetings of the Board/Committee.

The brief profile and particulars of Mr. Rushil Thakkar is as follows. The other 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 is mentioned in the Annexure to the Explanatory Statement attached herewith.

Mr. Rushil Thakkar is graduate and since 8 years, he is associated with the Company, directly or indirectly. Before the date of his appointment as director, he was working in the Company as Sr. Vice President (General). He was actively involved in the implementation of Andhra Pradesh Thin & Thick MDF project. He has a

wide experience of around 8 years in the Laminate Industry, MDF Board Industry, Laminated Flooring Industry etc. He is trust worthy and has given his contribution for expansion and development of the Company.

He has wide experience and expertise about the quality and rate of raw material, functioning of plant and machinery, customer requirements, administration and management, budgeting in the MDF Board and Laminated Flooring segment.

The Board, based on the recommendation of the Nomination and Remuneration Committee recommends the ordinary resolutions as set out at item nos. 6 and 7 of this notice.

Mr. Rushil Thakkar, Mr. Krupesh G. Thakkar, Managing Director and Mr. Ghanshyambhai A. Thakkar, Director are related to each other. Mr. Rushil is the son of Mr. Krupesh G. Thakkar and grandson of Mr. Ghanshyambhai A. Thakkar. Their relatives are concerned or interested in the resolutions as set out at item nos. 6 and 7 of this notice.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item nos. 6 and 7 of this notice.

Annexure to item No. 3, 5, 6 & 7 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. Rushil Krupesh Thakkar	Mr. Ramanikbhai Tejabhai Kansagra	Mr. Kantibhai A. Puj
Director Identification Number	06432117	08341541	09273355
Designation	Executive Director	Executive Director	Non-executive Independent Director
Date of Birth	29 th September, 1992	15 th September, 1963	02 nd May, 1949
Date of joining the Board	13 th August, 2021	2 nd February, 2019	13 th August, 2021
Qualification	Bachelor of Commerce, Gujarat University	Undergraduate	Master degree in Arts (M.A) and L.L.M from Gujarat University
Nature of expertise in specific functional areas	Business Management, Marketing, Project development and implementation etc.	Vast experience in production of laminate sheets	Corporate Law, Income tax, Arbitration etc.
No. of shares held in the Company as on 31st March, 2021 (In his personal capacity)	300420	NIL	NIL
Directorships in other listed companies (Other than Rushil Décor limited)	NIL	NIL	NIL
committee Memberships/ chairmanship held in other companies (Other than Rushil Décor limited)	NIL	NIL	NIL
Disclosure of relationships between Directors inter-se	He is son of Mr. Krupesh G. Thakkar, Managing Director of the Company and grandson of director Mr. Ghanshyambhai A. Thakkar.	No relationship	No relationship

By Order of the Board,
For Rushil Décor Limited

Date: 13th August, 2021
Place: Ahmedabad

Hasmukh K. Modi
Company Secretary

BOARD'S REPORT

To
The Members,
Your Directors are pleased to present the 27th Annual Report of Rushil Décor Limited ("the Company") together with the audited financial statements for the year ended 31st March, 2021.

FINANCIAL SUMMARY AND HIGHLIGHTS

The financial performance for the year ended 31st March, 2021 is summarized below:

	(₹ in Lakhs)	
Particulars	2020-21	2019-20
Revenue from Operations	33,544.38	33,559.80
Other Income	432.27	353.58
Profit before Depreciation, Finance Costs and Tax Expense	4,081.61	4,044.99
Less: Depreciation and Amortization Expenses	973.24	868.94
Profit before Finance Costs and Tax Expense	3,108.37	3,176.06
Less: Financial Costs	1,241.90	1,204.43
Profit before Tax Expense	1,866.47	1,971.62
Less: Tax Expense (Current & Deferred)	494.64	(333.35)
Profit after Tax	1,371.83	2,304.97
Add: Other Comprehensive Income/loss for the year	(23.76)	32.89
Total Comprehensive Income	1,348.07	2,337.86
Balance of Retained Earnings for earlier years	11,418.93	9,171.07
Less: Final Dividend Paid	86.52	74.66
Less: Tax on Final Dividend	--	15.34
Balance carried forward	12,680.48	11,418.93

COMPANY'S FINANCIAL PERFORMANCE

Net revenue from operations decreased to ₹ 33,544.38 Lacs as against ₹ 33,559.80 Lacs in the previous year showing a nominal decline of ₹ 15.42 Lacs.

The Profit before Tax for the current year is ₹ 1,866.47 Lacs as against ₹ 1,971.62 Lacs in the previous year showing a decline of ₹ 105.15 Lacs.

During the year 2020-21, the Company gain ₹ 152.17 lacs by sold of one of its land of Navalgad unit which is shown under the exceptional item in the statement of Profit & Loss. The Profit after Tax (PAT) for the current year is ₹ 1,371.83 Lacs as against the profit of ₹ 2,304.97 Lacs in the previous year.

The financial performance of the Company is affected mainly due to Medium Density Fiber Board's (MDF) revenues goes down from ₹ 167.07 Crores in last year to ₹ 155.91 Crores in the FY 2020-21. However, Laminates and allied products revenue increases from ₹ 163.37 Crores to ₹ 175.60 Crores. Further, Medium Density Fiber Board's (MDF) division's PBIT is gone down by ₹ 1.60 Crores in the FY 2020-21. While, the Laminates and allied product division's PBIT is increased by ₹ 1.25 Crores in FY 2020-21.

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

KEY BUSINESS DEVELOPMENTS

COMMENCEMENT OF NEW PLANT

During the year 2020-21, your Company has Commenced regular Commercial Production of "Thin & Thick Medium Density Fiber Board (MDF Board) Manufacturing Facility" unit located at Atchutapuram, Dist. Vishakhapatnam, State Andhra Pradesh having capacity of 800 CBM per day.

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:

There are no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year 2020-21 to which the financial statements relate and the date of this report.

Board's Report (Contd.)

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 24th day of June, 2021 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, 2021, subject to the approval of the Members at the ensuing 27th 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. However, the dividend on partly paid-up equity shares will be in proportion to amount paid up on such partly paid-up equity shares.

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 and laminates. In FY 2020-21, laminates and allied products has contributed 52.35% to Company's revenue and MDF has contributed 46.48% to Company's revenue. During the year, the Company has Commenced regular Commercial Production of "Thin & Thick Medium Density Fiber Board (MDF Board) Manufacturing Facility" unit located at Atchutapuram, Dist. Vishakhapatnam, State Andhra Pradesh having capacity of 800 CBM per day. During the year, new capacities were added in Thin and Thick MDF Industry which ultimately result in aggressive price cuts. The price cut was largely driven by incremental capacities coming on ground mainly in North and South India.

GLOBAL PANDEMIC – COVID-19

The year 2020-21 witnessed an unprecedented and challenging time, gripped by COVID-19 pandemic globally. Due to outbreak of COVID-19 which has been declared as a Pandemic by World Health Organization and subsequent lock down ordered by the Central and State Government(s) in India, the manufacturing facility of the Company was interrupted. For the initial few months i.e. first and second quarter of the previous financial year business volumes were low across different business segments. In adherence to the safety norms prescribed by Government of India, the operations had been resumed as per Government guidelines in manufacturing units and offices. For safety of workers, the Company has taken various measures to control COVID-19

at its plants and workplaces such as sensitization, thermal and oxygen level checking of employees reporting for duty. Further, the Company has provided adequate Group mediclaim Insurance cover for treatment of employees. Proper social distancing is being maintained in all the offices and production units of the Company.

The lockdown was gradually lifted and economic activity resumed to its normal levels, the Company was able to achieve normalcy in operations by end of FY 2020-21. During the fourth quarter ended 31st March, 2021, revenues and profitability of the Company have seen significant improvement backed by increase in demand post lockdown.

CAPITAL STRUCTURE

During the year, Company has allotted 49,77,111 Partly Paid-up Equity Shares (Equity Shares) on Rights basis at issue price of ₹ 50/- per share (₹ 40/- towards Securities Premium and ₹ 10 towards Paid-up Capital). At the time of Allotment of 49,77,111 Equity Shares, the Company has received Share Application Money of ₹ 12.5 per share (₹ 10/- towards securities premium and ₹ 2.5 towards paid-up capital) amounting to ₹ 4,97,71,110 towards Securities Premium and ₹ 1,24,42,777.5 towards Paid-up Capital.

Thus, during the year Company issued 49,77,111 partly paid-up equity shares which was fully subscribed by the shareholders. The details about the paid-up share capital is duly described in the financial statements which is 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, Company has allotted 49,77,111 Partly Paid-up Equity Shares (Equity Shares) on Rights basis at issue price of ₹ 50/- per share (₹ 40/- towards Securities Premium and ₹ 10 towards Paid-up Capital). The Right issue was made vide letter of offer dated 7th September, 2020 and the allotment was made on 15th October, 2020. In the said right issue total 35,03,471 equity shares were allotted to Promoter and Promoter Group,

During the year under review out of 49,77,111 Partly paid-up rights equity shares, 44,40,294 equity shares were converted into fully paid up shares in the meeting of fund raising committee of the Board of Directors held on 12th March, 2021. Listing approval was also received for the said 44,40,294 equity shares from BSE limited (BSE) on 19th March, 2021 and from National Stock Exchange of India Limited (NSE) on 17th March, 2021. However, trading

Board's Report (Contd.)

approval was received for 44,40,144 equity shares on 26th March, 2021 as credit of 150 shares were failed due to pledge on it. Accordingly 5,36,817 equity shares were partly paid up as on 31st March, 2021.

Further after 31st March, 2021, out of remaining 5,36,817 partly paid up equity shares, 2,53,760 equity shares were converted into fully paid up shares in the meeting of fund raising committee of the Board of Directors held on 1st April, 2021. Listing approval was also received for the said 2,53,760 equity shares from BSE limited (BSE) and National Stock Exchange of India Limited (NSE). However, trading approval of NSE and BSE was received for 2,53,427 equity shares as credit of 333 shares were failed due to pledge on it.

CREDIT RATING

During the year, the Company has not availed credit rating(s) of Securities.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

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

Pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The Rules"), the Company had sent individual notices to the shareholders who have not claimed their dividends for past seven consecutive years. The Company had also advertised the same in the Financial Express Newspaper of dated 1st July, 2020 seeking action from the shareholders who have not claimed their dividends for past seven consecutive years. The Company has transferred Unpaid/Unclaimed Dividend Amount of ₹ 8,312.00 for FY 2012-2013 to Investor Education and Protection Fund (IEPF). In accordance with Section 124(6) of the Companies Act, 2013 read with IEPF Rules, the Company had also transferred total 163 equity shares held by 4 shareholders to the IEPF Authority in the month of 17th November, 2020 who have not claimed their dividends for past seven consecutive years from the date of transfer to the unpaid dividend account.

The details of such shares transferred have been uploaded in the Company's website at:

<https://rushil.com/admin/uploads/9/11/Details-of-Equity-Shares-due-to-be-Transfer-to-IEPF-28-10-2020.pdf>

The Shareholders/Claimants whose shares and unclaimed dividend have been transferred to the IEPF

Account may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 along with requisite fee as decided by the IEPF Authority from time to time.

b) Year wise amount of unpaid/unclaimed dividend lying in the unpaid account upto 31.03.2021, 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, 2021)	Due date of Transfer to IEPF Authority
Interim Dividend in FY 2015-16, Board Meeting held on 12.03.2016	5,1194.00	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	3,648.00	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	46,571.34	22.01.2028

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. The Company has sent individual letters to the shareholders for claiming the said dividend and has also advertised the same in the newspapers in accordance to the Rules. Members are therefore requested to ensure that they claim the dividends referred above before they are 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

Board's Report (Contd.)

to verify their records and claim their dividends of all the earlier seven years, if not claimed.

c) Details of Nodal Officer

The details of 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 Décor Limited, Rushil House, Near Neelkanth Green Bungalow, Off Sindhu Bhavan Road, Next to GIHED CREDAI, Shilaj, Ahmedabad – 380058
• Email ID:	ipo@rushil.com

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. Ramanikbhai Tejabhai Kansagara (DIN 08341541), Whole Time 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 the 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 no changes were made in Composition of Board of Directors.

However after 31st March, 2021 following changes are made in Composition of Board of Directors:

- Mr. Rohit Bhailalbai Thakkar, a Non-Executive Independent Director (DIN:06538323) of the Company was passed away on Saturday, 3rd July, 2021. Hence he is ceased to be a Non-Executive Independent Director of the Company from 3rd July, 2021.

- Appointment of Mr. Rushil K. Thakkar as an Additional Director as well as Whole Time Director was made in the Board Meeting held on 13th August, 2021. Mr. Rushil K. Thakkar was appointed as an Addition Director upto the ensuing Annual General Meeting of the Company to be held in September, 2021. However his tenure as a Whole Time Director will be commenced from 13th August, 2021 and ended on 12th August, 2026.

- Appointment of Mr. Kantilal A. Puj as an Additional Independent Director was made in the Board Meeting held on 13th August, 2021. Mr. Kantilal A. Puj was appointed as an Addition Independent Director upto the ensuing Annual General Meeting of the Company to be held in September, 2021. However his appointment as from Additional independent Director to an Independent Director will be regularized in ensuing Annual General Meeting for a one year from 13th August, 2021. A brief Profile of Mr. Kantilal A. puj is mentioned in the notice of the Annual General Meeting justifying his appointment as an Independent Director of the Company.

- Mr. Ghanshyambhai Ambalal Thakkar, Chairman as well as Whole Time Director (DIN: 00208843) of the Company has tendered his resignation from the post of Chairman as well as Director on Friday, 13th August, 2021 due to the health issues.

- Mr. Krupesh G. Thakkar (DIN:01059666), Director of the Company was appointed as a Chairperson of the Company in the Board Meeting held on 13th August, 2021.

Key Managerial Personnel

As per the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Krupesh G. Thakkar, Managing Director as well as Chairman, Mr. Rushil Krupesh Thakkar, Additional Director as well as Whole time Director, Mr. Ramnikbhai T. Kansagara, Whole time Director, Mr. Keyur M. Gajjar, Chief Executive Officer (CEO), Mr. Vipul S. Vora, Chief Financial Officer (CFO) and Mr. Hasmukh K. Modi, Company Secretary (CS), are the key managerial personnel of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

All 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

Board's Report (Contd.)

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. 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 will be 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

FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

In compliance with the requirements of the Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize 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 familiarization 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/investors_pdf/codes_policies/Familiarization_Programs_for_Independent_Directors.pdf

NUMBER OF MEETINGS OF THE BOARD AND ITS COMMITTEES

The details of the meetings of Board of directors and its Committees convened during the Financial Year 2020-21 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility (CSR) Committee. Brief details pertaining to composition, terms of reference, meetings held and attendance thereof of these Committees during the financial year 2020-21 has been enumerated in Corporate Governance Report. After the end of Financial Year 31st March, 2021, Company has constituted a Risk Management Committee of the Company in the Board Meeting held on 14th May, 2021 under regulation 21 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015. Brief details pertaining to composition, terms of reference, meetings held and attendance thereof has been enumerated in Corporate Governance Report.

AUDIT COMMITTEE RECOMMENDATIONS

During the year, all the recommendations of Audit Committee were approved 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 Obligation and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee have 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 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

Board's Report (Contd.)

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 the 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) 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, 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, 2021, 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, 2021 and of the profit and loss of the Company for the financial year ended 31st March, 2021;

- (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, 2021, Your Company has no Subsidiary Company, Associates and Joint Venture.

PUBLIC DEPOSITS

During the year under review, 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.

Board's Report (Contd.)

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 from Directors of the Company 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 2020-21, 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. 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 https://rushil.com/admin/uploads/investors_pdf/codes_policies/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 2020-21 carried out in areas of Promoting Education, Preventive Health Care and Sanitation, Eradicating Hunger, Poverty and Malnutrition (food supply), Old age home and such other facilities for senior citizen, Rural Development

etc. 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 2020-21 as well as other details of initiatives undertaken by the Company during the Financial Year 2020-21 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]** to this Report.

The CSR policy is available on the website of the Company at https://rushil.com/admin/uploads/investors_pdf/codes_policies/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 here with 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) the Companies Act, enabling stakeholders to report any concern of unethical behaviour, 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

Board's Report (Contd.)

victimization 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 any significant/material orders passed by the Regulators, Courts, Tribunals, Statutory and quasi-judicial body impacting the going concern status of the Company and its operations in future.

However, BSE limited had imposed fine of ₹ 4,20,000/- plus Applicable Taxes on Company on 24th May, 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 (erstwhile108(2)) and as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19/08/2019). Accordingly, the said imposed fine was paid by the Company to BSE Limited on 29th May, 2021.

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

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made there under, the period of the present Statutory Auditors of the Company, **M/s. Parikh & Majmudar**, Chartered Accountants (Registration No. 107525W), expires at the conclusion of the ensuring 27th Annual General Meeting of the Company.

Based on the recommendations of the Audit Committee, the Board of Directors at its meeting held on Friday, 13th August, 2021 has considered the appointment of M/s. Pankaj R. Shah & Associates, Chartered Accountants, a firm having Firm Registration No. 107361W, as the Statutory Auditors

of the Company, to hold office for a period of five (5) years with effect from the conclusion of the 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting on such remuneration as decided mutually with the Auditors and subject to the approval of the shareholders of the Company in AGM.

A brief profile of M/s. Pankaj R. Shah & Associates, Chartered Accountants, a firm having Firm Registration No. 107361W is sent to the shareholders in the Notice of the 27th AGM.

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 24th June, 2021 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

The Board has appointed M/s. Shalin Jain & Associates, Practicing Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company for the financial year 2020-21 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 2020-21 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, 2021 to the Stock Exchanges in relation to compliance of all applicable SEBI Regulations/circulars/ guidelines issued thereunder, pursuant to requirement of Regulation 24A of SEBI (LODR) Regulation, 2015.

COMPLIANCE WITH SECRETARIAL STANDARD

The Company has complied with Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India on Board meetings and General Meetings respectively.

Board's Report (Contd.)

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 www.rushil.com.

DIVIDEND DISTRIBUTION POLICY

Your Company's Dividend Distribution Policy, approved by the Board on 14th May, 2021, can be accessed on the website of the Company at <https://rushil.com/admin/uploads/7/14/Dividend-Distribution-Policy-pdf.pdf>

BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility Report forms part of this Annual Report. The key initiatives taken by the Company with respect to Stakeholder relationship, Customer relationship, Environment, Sustainability, Health and Safety is disclosed in Business Responsibility Report forming 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), for the quarter and year ended 31st March, 2021, on the utilization of proceeds of Rights Issue of the Company was placed before the Audit Committee in its meeting held on 24th June, 2021, wherein the Audit Committee noted that there was no deviation as regards to utilization 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 June, 2021.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per requirements of 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 2020-21, as per Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015 forms part of the 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 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 2020-21, 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,**

Mr. Krupesh G. Thakkar
Chairman
(DIN: 01059666)

Date: 13th August, 2021
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 2020-21 is as follows:

Name of Director	Designation	Total Annual Remuneration (₹)	Ratio of remuneration of director to the Median remuneration
Mr. Ghanshyambhai A. Thakkar	Whole Time Director	1,00,00,246	34.49
Mr. Krupesh G. Thakkar	Managing Director	1,00,01,181	34.49
Mr. Ramanik T. Kansagara	Whole-time Director	22,22,168	7.66

- Independent Directors receiving only sitting fees for attending the board meeting. The sitting fees paid to Independent Directors is not covered in the above table.
- Median remuneration of the Company for all its employees is ₹ 2,89,969/- per annum for the financial year 2020-21.
- The aforesaid details are calculated on the basis of remuneration for the financial year 2020-21.

B. Details of percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer & Company Secretary in the financial year 2020-21 are as follows:

Name	Designation	Remuneration (in ₹)		Increase (%)
		2020-21	2019-20	
Mr. Ghanshyambhai A. Thakkar	Whole Time Director	1,00,00,246	1,20,00,295	Nil
Mr. Krupesh G. Thakkar	Managing Director	1,00,01,181	1,20,00,698	Nil
Mr. Ramanik T. Kansagara	Whole Time Director	22,22,168	23,06,395	Nil
Mr. Keyur M. Gajjar	CEO	55,85,197	65,88,048	Nil
Mr. Vipul S. Vora	CFO	43,39,386	44,63,960	Nil
Mr. Hasmukh K. Modi	CS	19,95,963	20,48,419	Nil

Notes:

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

C. Percentage increase in the median remuneration of all employees in the Financial Year 2020-21: NIL

D. Number of permanent employees on the rolls of the Company as on 31st March, 2021: 604 employees

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

There is no increase in average percentage in salary of employees other than the Managerial personnel and in the managerial remuneration during the financial year 2020-21.

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

Annexure – [1] to Board’s Report (Contd.)

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 2020-21:

No	Name	DOB	Designation*	Remuneration Received (CTC PA)	Qualification	Date of commencement of employment	Experience	Last employment
1	Krupesh Thakkar	21/10/1970	Managing Director	1,00,01,181	B.Com	24/05/1993	28	NA
2	Ghanshyambhai Thakkar	18/11/1943	Chairman & Whole-Time Director	1,00,00,246	B.Sc, Dip. Civil Engg.	08/03/2007	41	NA
3	Keyur Gajjar	19/02/1971	CEO	55,85,197	BE, MBA	01/04/2005	25	M/S. GMDC, Ahmedabad
4	Krupa Thakkar	29/04/1971	Sr. Vice President	48,11,124	Dip. Home Sc.	01/04/2007	14	NA
5	Vipul Vora	20/07/1957	CFO	43,39,386	CA, CAAT, D.I.S.A (ICA)	05/12/2006	39	Shree Rama Multi-Tech Limited
6	Dheer Singh Chauhan	10/04/1958	Vice President	39,99,996	Dip. Mech Engg.	01/07/2018	38	Century Plyboard India Ltd
7	Prosanta Kumar Ghosh	20/08/1956	Vice President	34,81,392	Dip. Mech Engg.	01/07/2018	38	Mangalam Timber Prodcuts Ltd
8	Sanjiv Sharma	06/09/1960	General Manager	34,26,244	Graduate	12/04/2014	38	Asian Granito India Ltd
9	Nair Sunil	16/08/1973	General Manager	33,00,000	BSC	18/01/2021	26	Farms Woodfloors
10	Kameshwar Singh	30/03/1966	General Manager-Mechanical	32,25,262	BE	01/07/2010	29	Bajaj Eco Tec Products 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 there is no any employee is a relative of any director:

Name of Employee	Relationship with Director	Name of Director (Relative)
KRUPESH THAKKAR	Son	GHANSHYAM THAKKAR
GHANSHYAMBHAI THAKKAR	Father	KRUPESH THAKKAR
KRUPA THAKKAR	Wife	KRUPESH THAKKAR

- List of every employee, who if employed throughout the financial year 2020-21, was in receipt of remuneration for that year which, in the aggregate, was not less than ₹1.02 Crore: **Nil except as above**
- 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**

Annexure – [1] to Board’s Report (Contd.)

4. 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	48,11,124	Dip. Home Sc.	01/04/2007	14	NA	17.42

For and on behalf of the Board of Directors,

Mr. Krupesh G. Thakkar

Chairman

(DIN: 01059666)

Date: 13th August, 2021

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,

Mr. Krupesh G. Thakkar

Chairman

(DIN: 01059666)

Date: 13th August, 2021

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 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 type of activities. It also study 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. Ghanshyam A. Thakkar	Chairman/ Whole Time Director	2	2
2	Mr. Krupeshbhai G. Thakkar	Member/ Managing Director	2	2
3	Mr. Shankar Prasad Bhagat	Member/ Non-Executive-Independent Director	2	1

3. Web-link where the composition of CSR Committee and CSR Policy

Web-link of Composition of CSR Committee

https://rushil.com/admin/uploads/investors_pdf/codes_policies/Composition_of_Various_Committees_of_Board_of_Directors.pdf

Web-link of CSR Policy

https://rushil.com/admin/uploads/investors_pdf/codes_policies/Corporate_Social_Responsibility_Policy.pdf

Web-link CSR Projects approved by the Board

Not applicable

4. Provide the details 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. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
Not Applicable			

6. Average net profit of the Company as per section 135(5): ₹ 28,51,42,478/-

7. (a) Two percent of average net profit of the Company as per section 135(5):

₹ 57,02,850/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR Obligation for Financial Year (7a+7b+7c): ₹ 57,02,850

Annexure – [3] to Board’s Report (Contd.)

8. (a) CSR amount spent or unspent for the Financial Year:

Total Amount spent for 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
68,00,766/-	Not Applicable				

(b) Details of CSR amount spent against ongoing projects for the financial year:

Sr.	Name of the project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/No)	Location of Project		Project Duration
				State	District	
Not applicable						
Amount Allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to unspent CSR Account for the project as per section 135(6) (in ₹)	Mode of implementation – Direct (Yes/No)	Mode of Implementation – Through Implementing Agency		
				Name	CSR Registration number	
Not applicable						

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No.	Name of the project	Item from the list of activities in Schedule VII to the Act.	Local Area (Yes/No)	Location of Project		Amount Spent for project (in ₹)	Mode of implementation – Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	
				State	District			Name	CSR Registration number
1.	Promoting Education	Clause I of Schedule VII	YES	Gujarat	Bharuch	52,57,000	Yes Direct	-	-
2.	Promoting Education	Clause I of Schedule VII	YES	Gujarat	Ahmedabad	1,64,525	No Through Implementing agency	Ghanshyam Parivar Trust	-
3.	Environment Sustainability	Clause IV of Schedule VII	YES	Andhra Pradesh	Atchutapuram	6,00,000	Yes Direct	-	-
4.	Distribution of Food	Clause I of Schedule VII	YES	Gujarat	Mansa	28,600	No Through Implementing agency	Ghanshyam Parivar Trust	-
5.	Distribution of Food	Clause I of Schedule VII	YES	Gujarat	Mansa	1,58,441	Yes Direct	-	-
6.	Animal Welfare	Clause IV of Schedule	YES	Gujarat	Ahmedabad	91,000	Yes Direct	-	-
7.	Providing Medical Help	Clause I of Schedule VII	YES	Andhra Pradesh	Atchutapuram	1,70,200	Yes Direct	-	-
8..	Old age facility	Clause III of Schedule VII	NO	Gujarat	Ambaji	3,00,000	Yes Direct	-	-

Annexure – [3] to Board’s Report (Contd.)

Sr. No.	Name of the project	Item from the list of activities in Schedule VII to the Act.	Local Area (Yes/No)	Location of Project		Amount Spent for project (in ₹)	Mode of implementation – Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	
				State	District			Name	CSR Registration number
9.	Old age facility	Clause III of Schedule VII	NO	Gujarat	Ambaji	9,000	No Through Implementing agency	Ghanshyam Parivar Trust	-
10.	Eracting Poverty	Clause I of Schedule VII	YES	Andhra Pradesh	Atchutapuram	5,000	Yes Direct	-	-
11.	Sports	Clause VII of Schedule VII	YES	Gujarat	Ahmedabad	17,000	Yes Direct	-	-
Total						68,00,766			

- (d) Amount spent in Administrative Overheads: Nil
(e) Amount spent on Impact Assessment, if applicable - Nil
(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – ₹68,00,766
(g) Excess amount for set off, if any

Sr. No.	Particulars	Amount in (₹)
i.	Two percent of average net profit of the Company as per section 135(5)	57,02,850
ii.	Total amount spent for the Financial Year	68,00,766
iii.	Excess amount spent for the financial year [(ii)-(i)]	10,97,916
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	10,97,916

9. (a) Details of Unspent CSR amount for the preceding three Financial Year:

Sr. No.	Preceding Financial Year	Amount Transferred to unspent CSR Account under section 135(6) (in ₹)	Amount spent in the recording Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
Not applicable							

- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sr No.	Project Id	Name of the Project	Financial Year in which the project was commenced	Project Duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting financial year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project - Completed /Ongoing
Not applicable								

Annexure – [3] to Board’s Report (Contd.)

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Not Applicable** (asset-wise details).
- (a) Date of creation or acquisition of the capital asset(s).
 - (b) Amount of CSR spent for creation or acquisition of capital asset.
 - (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
 - (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
11. 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: 13th August, 2021

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) Steps taken for conservation of energy as well as the steps taken by the Company for utilising alternate sources of energy:

1. Company is purchasing 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 installed solar panel at the corporate office of the Company which results in significant power and energy saving at corporate house.
3. Company installed a VFD in cooling tower Fan and interlocked with the water temperature control in cooling water which results in energy saving.
4. The Company has installed roof exhaust system with FRP sheet at the MDF Board manufacturing plant at Chikmagalur, Karnataka. As a result, all the inside lights are switched off for 12 hours in the day time, resulting a saving of energy.
5. Company has introduced VFD for some of the motors at the MDF Board manufacturing plant of the Company at Chikmagalur, Karnataka. After introducing the VFD, Company made saving in energy cost by reducing the power consumption.
6. Company has replaced ordinary MH/MB lights with LED lights inside and outside the building premises at plant level.
7. The Company is reusing RO reject water and waste water from manufacturing process in gardening activity.
8. The Company is doing on Regular basis Preventive and corrective maintenance and renovation of machines as proactive measures to optimize energy usage and available time of machines.
9. Company is using bark and waste of chips rejected from chip screen as a fuel.
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.

(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.

Annexure – [4] to Board's Report (Contd.)

(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.
2. The 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 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.

(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: NIL

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign exchange earned in terms of actual inflows during the Financial Year 2020-21 was ₹ 103.72 crores (equivalent value of various currencies).

Foreign exchange outgo in terms of actual outflows during the Financial Year 2020-21 was ₹ 57.66 crores (equivalent value of various currencies).

ANNEXURE – [5] TO BOARD’S REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021

[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 Décor Limited
(CIN: L25209GJ1993PLC019532)
Ahmedabad

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rushil Décor Limited** (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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 authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion and to the best of my understanding, the Company has, during the audit period covering the financial year ended on 31st March, 2021 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:

I 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, 2021, according to the provisions of:

- (i) The Companies Act, 2013 (“**the Act**”) and the rules made thereunder;
- (ii) Securities Contracts (Regulation) Act, 1956 (“**SCRA**”) and the rules made thereunder;
- (iii) The Depositories Act, 2018 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**”) to the extent applicable to the Company:-
 - (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;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993 regarding the Act and dealing with Client;
- (vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
 - a) Environment Protection Act, 1986
 - b) The Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008
 - c) The Water (Prevention & Control of Pollution) Act, 1974 and Rules made thereunder
 - d) The Air (Prevention & Control of Pollution) Act, 1981
 - e) Intellectual Property Acts
 - f) Customs Act, 1962
 - g) Indian Boilers Act, 1923
 - h) Indian Forest Act read with State Rules
 - i) Bureau of Indian Standards Act, 1986

Annexure – [5] to Board’s Report (Contd.)

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

- i. Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further Report that:

- i. 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.
- ii. Adequate notice is given to all 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.
- iii. None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member’s view in the minutes.

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

I further report that during the audit period there were no specific events/actions having a major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. However, the Company has allotted 4977111 Partly Paid up Rights Equity Shares to its eligible equity shareholders on 15th October, 2020. Out of 4977111 equity shares, 4440144 Partly Paid up Equity shares were converted into Fully Paid up Equity shares upto 31st March, 2021.

Note: Due to some technical reason, UDIN was generated on later date.

For, **Shalin Jain & Associates**

Shalin M. Jain

Practicing Company Secretary

ACS No: 30427

CP No: 21379

UDIN: A030427C000826376

Date: 13th August, 2021

Place: Ahmedabad

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 Décor Limited
(CIN: L25209GJ1993PLC019532)
Ahmedabad

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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process 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. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I 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. My examination was limited to the verification of procedure 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.

For, **Shalin Jain & Associates**

Shalin M. Jain

Practicing Company Secretary

ACS No: 30427

CP No: 21379

UDIN: A030427C000826376

Date: 13th August, 2021

Place: Ahmedabad

MANAGEMENT DISCUSSION AND ANALYSIS

FORWARD-LOOKING STATEMENT

Statements in this Management Discussion and Analysis of financial condition and results of operations of Rushil Décor Limited describing the Company's objectives, expectations or predictions may be forward-looking within the meaning of applicable securities laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events.

Rushil Décor Limited cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in Government regulations, tax laws, economic developments within the country and such other factors globally.

The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 2013, (the Act) and comply with the Indian Accounting Standards as pronounced by the Institute of Chartered Accountants of India (ICAI) from time to time.

The Management of Rushil Décor Limited has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements, reflect in a true and fair manner, the state of affairs and profit for the year.

The following discussions on our financial condition and result of operations should be read together with our audited financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to 'we', 'us', 'our', 'the Company', 'Rushil Décor' are to 'Rushil Décor Limited'.

INDIAN ECONOMY OVERVIEW

The sudden outbreak of Covid-19 in 2020-21 brought the entire world to a point of cessation. Its ramification on health, social, education and business has been so profound that the pandemic's impact is still beyond human evaluation. The fear of the virus spread was so overwhelming that in no time most nations sealed their respective borders, imposed lockdowns, and directed all their efforts to ensure the safety of their citizens. In turn, the global trade and commerce suffered severe setback, reversing the growth trajectory for many emerging economies, including India.

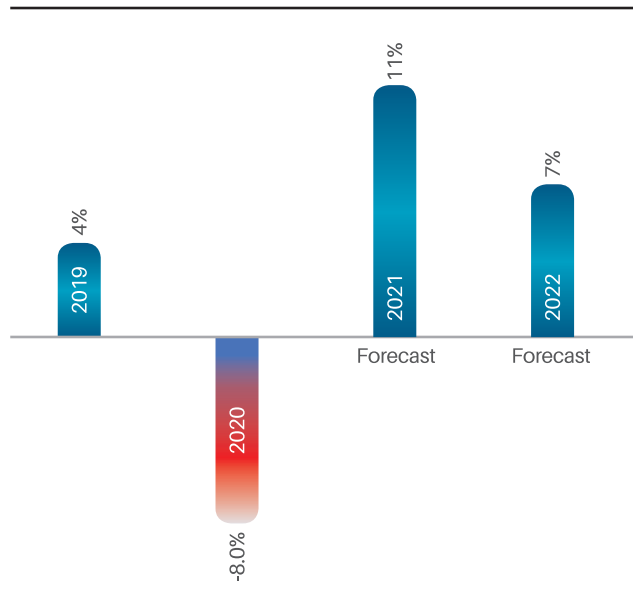
Though India registered a minimal growth of 0.4% in the

third quarter and 1.6% growth in the fourth quarter, the overall GDP for 2020-21 contracted by 7.3% as against positive growth rate of 4% in 2019-20. The first nationwide lockdown from 25th March, 2020, led to widespread panic, stalling the economic growth engines of the country for months. Though activities in rural areas especially those related to agriculture continued more or less unimpeded due to lesser restrictions, the urban areas bore the brunt of the full-fledged lockdown and the rising number of Covid-19 cases. As a result, the GDP growth of the services sector fell by 16% and the manufacturing sector contracted by 7.2% in the same fiscal (Sources: <https://www.financialexpress.com/economy/impact-on-indian-economy-after-the-covid-19-second-wave/2275353/>, <https://www.ciiblog.in/economy/indias-economic-performance-during-2020-21/>).

OUTLOOK

The economy is on the course of revival despite the widespread second wave of Covid-19 that hit India towards the end of 2020-21. Asian Development Bank estimates that the Indian economy is likely to grow at the rate of 11% in 2021-22. This growth would come on the back of the Government's fiscal stimulus worth ₹ 29.87 Lacs Cr., entailing growth in industrial production as well as income levels, gradual lifting of lockdown restrictions, large-scale vaccination drives and release of pent-up demand (Source: <https://www.thehindubusinessline.com/data-stories/data-focus/whats-influencing-the-size-of-indias-covid-19-relief-stimulus/article33171458.ece>).

GDP Growth Rate: India (% per year)



(Source: GDP Growth Rate: India: Asian Development Bank <https://www.adb.org/countries/india/economy>)

Management Discussion and Analysis (Contd.)

As a nation of 1.39 Billion people, India has demonstrated quicker recovery trends in demand as far as consumption of staple commodities, high-end necessities such as electronics, home furnishing as well as luxurious goods such as automobiles are concerned. Especially, the demand for home décor and electronics has been steadily climbing up, as people have been forced to remain within the confines of their homes due to the lockdowns and their swift adoption of the work-from-home trend.

Rapid urbanization has also contributed to exponential growth in the real estate sector. It is estimated that there is a shortage of around 10 Million housing units in urban India. According to industry research, supply of additional 25 Million units by 2030 is required to meet the growing urban demand. This growth potential is expected to percolate to allied industries such as consumer goods and home décor industries (Source: <https://www.ibef.org/industry/real-estate-india.aspx>).

The size of the Indian furniture market is estimated to be around USD 25-30 Billion. As more and more people take to revamp their homes to adapt to their changing working styles, the demand for smart, sophisticated and comfortable furniture has seen an upward trend. Also, with higher disposable income, the span of home refurbishing cycle has gone down from 15 to 20 years a generation ago to five to seven years. Higher penetration of online home décor platforms such as PeperFry, FabFurbish and Urban Ladder has contributed further to the demand of ready-to-assemble (RTA) furniture. (Source: <https://retail.economictimes.indiatimes.com/news/home-and-decor/furniture-and-decor/wfh-brings-new-home-furniture-and-design-trends/79693646>).

India imports more than half of its total furniture requirements from China. Hence, the Department for Promotion of Industry and Internal Trade is planning to provide tax breaks to domestic furniture manufacturing units to make India more self-reliant in this space. The combined growth of real estate as well as home décor industries presents a huge scope for the synergetic growth of domestic wood panel industry as well (Source: <https://economictimes.indiatimes.com/news/economy/policy/incentives-for-furniture-manufacturing-in-the-works/articleshow/81087447.cms>).

1. Industry Structure and Development

The furniture industry can be segmented into many bases. Based on real estate, it can be classified into furniture for commercial spaces, homes, and hospitality sector. Out of these categories, the furniture for homes claims a lion's share in the total market.

Based on materials used, the furniture industry is categorised into wood and engineered wood panels, glass, metal, cane, acryl, plastic and others. Again, wood and wood-based products (which include engineered wood panels such as Medium Density Fibreboard, plywood, particleboard - all processed from raw timber) garner a larger market share. This is principally due to wood being a durable nature-based product and being abundant in supply.

Furniture made out of wood panels such as plywood, Medium Density Fibreboard (MDF) and particle board have higher acceptability with masses as wood panels are eco-friendly and are a cheaper alternative to pure wood. Also, they are highly durable and render themselves suitable to manufacturing light-weight, stylish and multipurpose furniture. Beyond offering functional value, the furniture made out of engineered wood panels such as MDF, plywood also adds to the style and comfort quotient of the contemporary homes (Source: <https://www.gmiresearch.com/report/wood-based-panel-market/>, <https://www.grandviewresearch.com/industry-analysis/furniture-market>).

Wood Panel Industry

The wood panel industry is on the cusp of healthy expansion as the principal component for furniture manufacturing in India. A robust growth in the residential real estate sector and accompanying demand for trendy furniture are unanimously tilting the scales in the favour of this industry. As per Televisory report, the size of the wood panel industry in India is ₹ 28,000 Cr. and is estimated to grow at 10% to 12%.

The wood panel industry mainly comprises:

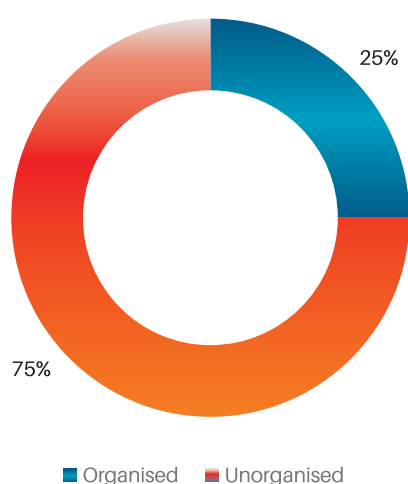
- Plywood
- Medium Density Fibreboard (MDF)
- Particleboard

These are also known as 'engineered wood', as they are processed from raw timber. As a cheaper, more durable, and eco-friendly alternative to wood, these products are gaining traction in the market. They are highly suitable to cater to the market demands of lightweight, multipurpose furniture that confirms to the up-market style in vogue. The demand for wood panels have received yet another boost in tandem with demand for smart furniture during lockdown as many households have switched to work-from-home mode and children have been attending schools online from their homes

Management Discussion and Analysis (Contd.)

(Sources: <https://www.televisory.com/blogs/-/blogs/indian-wood-panel-industry-growth-drivers-and-present-trends>, <https://www.mordorintelligence.com/industry-reports/wood-furniture-market-in-india>).

India's plywood and panel industry is highly fragmented and unorganized given the low barriers to entry.



Medium Density Fibreboard

The use of Medium Density Fibreboard (MDF) is increasingly finding market acceptance over plywood globally and India is no exception. Its global market size is estimated at 105.16 million cubic meters in 2020. It is expected to witness a CAGR of 4% in the period of 2021-2026.

MDF is produced by processing raw wood under heat and pressure, adding a synthetic adhesive, along with agrofibers, recycled wood and other wood by-products. This makes it an economically priced, durable and eco-sensitive alternative to wood. MDF has become a preferred choice for furniture manufacturers because:

- It gives very high-quality finishing
- It is suitable for precise machining techniques
- It is apt for manufacturing modern, branded, low-maintenance furniture
- It is suitable for the entire range of home furniture such as modular kitchen, wardrobes and others
- It is priced 50% cheaper than premium quality plywood and 25% to 30% cheaper than mid-range plywood

(Sources: <https://www.mordorintelligence.com/industry-reports/medium-density-fiberboard-mdf-market>)

In India, MDF has penetrated all the regions in terms of market presence and is rapidly advancing in terms of both consumer demand as well as production capacity. The production capacity has grown by more than 12x from 400 CBM to 5,000 CBM by the end of 2019. Due to sustained momentum in demand as well as prices, manufacturers are getting a clear revenue visibility, despite some price war in the market space. The capacity utilization in the industry has also gone up by 15% to 20%.

Industry experts believe that demand for MDF will match the increase in production capacity within the next couple of years. MDF's market share will further bolster with the rising prices of Poplar Timber, a chief source of economy grade plywood in North India. Further, the Director General of Trade Remedies (DGTR) has endorsed continuation of ADD (definitive anti-dumping duty) on imports of thick MDFs, chiefly from Malaysia, Thailand, and Sri Lanka. This bodes well for the domestic manufacturers in terms of capturing higher market share and avoiding aggressive price cuts (Source: <https://www.plyreporter.com/article/51172/Is-MDF-Replacing-Plywood>, <https://www.sawdust.online/industry-trends/mdf-chequered-past-bright-future/>).

Laminate Sheets

Decorative laminates are extensively used in enhancing the aesthetic appeal of the décor as well as lend a degree of protection to wooden furniture. Laminates have a widespread use in building and construction activities, especially in the home interiors, as they are made by pressing together layers of paper firmly to the required thickness, printed with a decorative design on the top. Their longevity and sturdiness render them fit for use as a protective layer over major parts of home furniture such as cabinets, walls, doors and tabletops. New technological and design innovations add new dimensions of safety to laminates such as scratch-free or fire-proof laminates.

Available in a wide variety of attractive designs, striking colours and finishes such as matt or glossy, decorative laminates have become an essential element of urban home décor. The global market size for decorative laminates is estimated to be worth USD 91,015.03 Million by 2025, registering a CAGR of 5.3%. On the global demand map for decorative laminates, China and India are leading from the front as their huge demand emanates from their enormous population base, growing urbanization and mass-

Management Discussion and Analysis (Contd.)

scale construction activities in residential as well as commercial real estate sector (Source: <https://www.marketresearchfuture.com/reports/decorative-laminates-market-2363>).

It is estimated that Indian plywood and laminates market would register an impressive CAGR of 4.83% till 2027 and reach the market value of USD 7,323.3 Million. Apart from voracious consumer demand, implementation of tax reforms such as GST is expected to aid the organized manufacturers capture a larger market share as against their unorganized counterparts. Despite headwinds in the form of the Covid-19 pandemic, lockdowns and stagnation of construction activities, additional capacity of about 30 million is expected to be created in India in 2020 (Source: <https://www.researchnester.com/reports/india-plywood-and-laminates-market/2366>, <https://www.plyreporter.com/article/71799/indian-laminate-industry-20-new-presses-in-2020> and Internet).

Poly Vinyl Chloride Boards

Poly Vinyl Chloride (PVC) is a high-strength synthetic resin made from the polymerization of vinyl chloride. It is in very high demand in building and construction industry because of its multifaceted use in windows, doors, sidings, roofs, wires, cables, pipes and fittings. Such a wide variety of applications emerges from PVC's safety, quality, durability and cost effectiveness as a material. PVC is light weight, tough, easy to mould, strong material that resists corrosion, rotting or adverse impacts of weather effectively. For the similar reasons, the PVC boards are also high in demand as they give highly aesthetic look after finishing and are economically priced. Though in fledging stage, the market for PVC boards in India is gradually expanding with the size of the market touching nearly ₹ 2,000 Cr. before the pandemic of COVID-19 hit. With our state-of-the-art manufacturing facility in Karnataka equipped with production capacity of 12,480 Cubic Meters (CBM), we are rightly poised to claim an increasingly larger share of the market for PVC boards in India.

(Source: <https://www.plyreporter.com/article/81988/pvc-board-industry-running-at-50-capacity>)

2. Opportunities and Threats

Opportunities

❖ **Strong Brand:** Quality is sacrosanct for Rushil Décor Limited. The use of latest technology has enabled the Company to build a strong brand. The Company's premium brands such as 'VIR

Laminates', 'Signor' and 'VIR MDF' are well-known in the market because they continuously live up to the brand image and give an aesthetic feel.

- ❖ **Diverse Portfolio:** Rushil Décor Limited offers a diverse range of products keeping in mind the divergent taste of consumers. The Company always keeps the spotlight on consumers when a product is being developed or added. Consumers' budget drives their decision making, and the Company's products take care of that. Designs are dynamic aspect of a product and consumers' preferences are always changing. The Company's product development team is well aware of this fact and hence offer varied designs to suit consumer preferences.
- ❖ **Growth Drivers:** The MDF and PVC segments are fast growing owing to their inherent strengths and advantages. There is a huge opportunity in terms of market growth as well as import substitution. The MDF segment has high entry barriers especially in terms of required capex. Hence, there are a few unorganised players in the MDF segment and the industry is more than 90 percent organized.
- ❖ **Government Policy:** In the wake of Covid-19, the segments that Rushil Décor Limited manufactures have been out of demand and this is true for all the players in this industry. The Government is well aware of the fact that like many other industries, this and related industries too need to be supported at this critical juncture. Even the state Governments have been sensitive to this issue and have been doing their best to support the industry.
- ❖ **Housing Demand:** Unlike the first wave of Covid-19, the recovery in demand for residential real estate has been faster in the second wave. The residential markets of Bengaluru, Chennai, Thane, Noida-Greater Noida, Kolkata, and Delhi witnessed price corrections ranging from 1%-2.3% during the quarter that also saw rising medical expenses and debt. This rise in price reflects the inherent strength of the housing sector even during the troubled times. The quarter also witnessed a rise in supply pan-India by almost 8% due to new launches, with Hyderabad seeing a maximum jump of 20%.

Management Discussion and Analysis (Contd.)

The recovery can be attributed to factors such as a consistent demand in large-sized properties and a higher flow of global PE funds ensured by good risk-adjusted returns by the sector. This swift recovery signals a revival as well as stability in the industry. This will, in turn, lead to greater furniture demand. Also, with easing restrictions, the tourism industry should recover fast. To sum it up, the furniture market in India is growing on strong fundamentals, with demand drivers likely to sustain over the medium term.

Threats

- ❖ **High Competition:** The industry in which the Company operates has intense competition, especially from the unorganized sector in the plywood and wood panel segment as around 75% of the market players are still unorganized. Also, there is a huge volume of import being witnessed. After the first wave of Covid-19, the unorganized sector has taken a lot of time to recover. The second wave being more severe, the impact on the unorganized sector has been more intense. This is likely to act in favour of the organized market.
- ❖ **New Entrants:** For the plywood segment, entry barrier in terms of required capex is pretty low. There always remains a pressure of new entrants getting in the organized market, which has been the case, leading to higher competition.
- ❖ **Raw Materials:** With increasing urbanization, deforestation is taking a toll on the raw material availability. Further, erratic monsoon has played a role in suppressing the raw material supply. Rising crude price has been another reason leading to an increase in raw material prices.
- ❖ **Manpower Crunch:** Manpower availability has been one of the most-impacted matrix of operation for this industry and for the Company more so in the wake of the pandemic. Most migrant labourers left for their respective home locations and many of them are yet to return leading to labourer supply shortage. Moreover, skilled manpower is scarce and availability is an issue.

3. Segmental Performance

The Company operates via the following key segments:

- ❖ Laminates & Allied Products
- ❖ Medium Density Fibreboard (MDF)
- ❖ Polyvinyl Chloride (PVC) Board

The segmental results for the year ended 31st March, 2021, are as follows (including inter-segment revenue of ₹ 3.75 Cr.):

- ❖ The Laminates and Allied products segment reported revenue of ₹ 175.60 Cr., accounting for 51.77% of the total revenue
- ❖ The MDF segment (combined with the new AP plant) reported revenues of ₹ 155.92 Cr., comprising 45.97% of the total revenue
- ❖ Revenue from the PVC board segment was at ₹ 7.66 Cr., accounting for 2.26% of the total revenue

Key Developments During the Year

One of the major developments during the year has been the commissioning of our Andhra Pradesh plant for manufacturing MDF boards with the installed capacity of 800 Cubic Meter (CBM)/day boosting our the total MDF production capacity to 1100 CBM/day. The aforementioned plant employs Continuous Press (CPC) technology which results in higher efficiency in production and lowers raw material consumption. This, in turn, is estimated to create positive impact on margins in the coming fiscals.

4. Outlook for 2021-22

- ❖ Increase in production through expansion in installed capacity as well as elevation in the levels of capacity utilization
- ❖ Generate higher efficiencies in the production process by employing advanced technologies
- ❖ Boosting the market presence by enhancing the marketing initiatives and widening the selling and distribution channels network.

5. Risks and Concerns

Like every business, the Company faces risks, both internal and external, in the undertaking of its day-to-day operations and in pursuit of its longer-term objectives. A detailed policy drawn up and dedicated risk workshops are conducted for each business vertical and key support functions wherein risks are identified, assessed, analyzed and accepted/mitigated to an acceptable level within the risk appetite of the organization. The risk registers are also reviewed from time to time.

The Company faces the following risks and concerns:

- ❖ **Credit Risk**
To manage its credit exposure, Rushil Décor Limited has determined a credit policy with credit limit requests and approval procedures. The

Management Discussion and Analysis (Contd.)

Company does its own research of a counterparty's financial health and project prospects before bidding for a project. Timely and rigorous process is followed up with clients for payments as per schedule. The Company has suitably streamlined the process to develop a focused and aggressive receivables management system to ensure timely collections.

❖ Interest Rate Risk

The Company has judiciously managed the debt-equity ratio. It has been using a mix of loans and internal cash accruals. The Company has also well managed the working capital to reduce the overall interest cost.

❖ Economy and Market Risk

The Company's growth is linked to that of the construction and real estate industry. Any changes in the Indian real estate market, impacts the demand for related products and services. Since this industry plays a significant role in determining the economic growth, any slowdown in the overall economy would affect the real estate market as well.

❖ Competition Risk

Like in most other industries, opportunities for growth tend to lead to increase in competition. We face different levels of competition in each of our segments, from domestic as well as multinational companies. The Company has created strong differentiators in products, project execution, quality and delivery which make it resilient to competition. The Company also continues to invest in technology and R&D to remain way ahead of the curve. A diversified client base, comprising large- and mid-sized corporations, along with end consumers, further helps to insulate the Company from this risk. The Company strives to remain competitive with the quality of infrastructure, their customer-centric approach and ability to innovate customer-specific solutions, strong focus on pricing and strategic marketing strategy, and disciplined project executions, coupled with prudent financial and human resources management and better control over costs. Thus, the Company does not expect to be significantly affected by this risk.

❖ Raw Material Cost Risk

Profitability and cost effectiveness may be affected due to changes in the prices of raw materials, power and other input costs. Some of the risks that are potentially significant in nature and need careful monitoring, include raw material prices, and the availability of labour, power and others.

❖ Covid-19 Risk

The Company's manufacturing, distribution and logistics may get impacted by potential lockdowns in various regions across India if the pandemic continues to spread.

6. Internal control systems and adequacy

For the purposes of effective internal financial control, Rushil Décor Limited 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 interest. These policies and procedures are reviewed from time to time. A proper reporting mechanism has been implemented in the organization for reporting any deviation from the policies and procedures.

7. Discussion on Financial Performance

The consolidated financial performance of the Company for the year ended 31st March, 2021, is as follows:

- ❖ The total revenue from operations for the year ended 31st March, 2021, was at ₹ 339.77 Cr., as against ₹ 339.13 Cr. in the previous year. The Company was able to maintain topline despite significant headwinds in the market due to the Covid-19 pandemic and subsequent lockdowns, which hampered operations as well as demand.
- ❖ EBITDA before exceptional items for the fiscal stood at ₹ 39.29 Cr., vis-à-vis ₹ 40.45 Cr. in the previous financial year. EBITDA margin was at 11.57% with a marginal contraction of 36 bps, mainly on account of fixed expenses incurred even during the lockdown.

Management Discussion and Analysis (Contd.)

- ❖ PAT for 2020-21 stood at ₹ 13.72 Cr. as compared to ₹ 23.04 Cr. in the previous financial year, mainly due to deferred tax benefit received in the previous year. PAT margin was at 4.04% in the year ended 31st March, 2021.
- ❖ EPS for the year was reported at ₹ 8.11.
- ❖ As on 31st March, 2021, the consolidated net worth stood at ₹ 246.15 Cr., and the total debt was ₹ 378.67 Cr.
- ❖ The net debt-to-equity ratio stood at 1.54 as on 31st March, 2021.

8. Material Development in Human resources, including number of people employed

The Company has Human Relations and Industrial Relations policies in place. These are reviewed

and updated regularly in line with the Company's strategic plans. The human relations team continually conducts training programs for talent development. The Company aims to develop the potential of every individual associated with it as a part of its business goal. Rushil Décor Limited leverages a mix of experienced as well as young talent to drive growth.

The Company values its human resources as the principal drivers of change. The Company focuses on providing individual development and growth in a work culture that encourages team work and high performance.

As on 31st March, 2021, the Company had a workforce of 1593(permanent and contractual).

9. The details of significant changes in key financial ratios:

During the fiscal year 2020-21, the details of significant change in the key financial ratios are summarised below:

Sr. No.	Key Financial Ratios	F.Y.2020-21	F.Y. 2019-20	Changes in %	Reasons for change
1	Debtors Turnover (in Days) (current debtors only)	63	67	-5.88%	-
2	Inventory Turnover (in Days)	92	93	-1.49%	-
3	Interest Coverage Ratio (in times)	2.50	2.64	-5.08%	-
4	Current Ratio (in times)	1.08	1.27	-14.80%	-
5	Debt Equity Ratio (in times)	1.54	1.93	-20.47%	-
6	Operating Margin (in %)	8.81%	9.46%	-6.88%	-
7	Net Profit Margin (in %)	4.09%	6.87%	-40.46%	Reason is mentioned below
8	Return on Net worth (in %)	5.57%	11.00%	-49.33%	Reason is mentioned below
9	Creditors Turnover (in days)	172	159	7.66%	-

Reason for Decline in Net Profit:

Overall Net Profit for the Fiscal Year 2021 has declined due to Increase in Tax Expense by ₹ 8.28 Cr. as compared to Fiscal Year 2020, increase in Depreciation by 12% i.e. ₹ 1.04 Cr., and Increase in Raw Material Cost by 1.94%, further there is decrease in Employee Benefit Expense by 8.5% i.e. ₹ 2.49 Cr., decrease in Other Expense by 2.8% i.e. ₹ 2.64 Cr., and having exceptional items as Profit on sale of Land of ₹ 1.52 Cr.

1. Tax Expense has been increased as compared to last year due to increase in deferred tax liability because of timing difference of depreciation.
2. The current year Depreciation expense has been increased by ₹ 1.04 Cr. mainly due to claiming of depreciation of ₹ 1.09 Cr. for new Andhra Pradesh MDF Plant.

CORPORATE GOVERNANCE REPORT

The Corporate Governance Report for Financial Year 2020-21, which forms part of Boards' Report, prepared pursuant to 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" in its literal sense means management of the organization as a whole. 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. Your Company has been improving in Corporate Governance since the foundation of the Company. Satisfactory and convenient information is basic to responsibility.

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.

2. BOARD OF DIRECTORS

The Board of your Company has an optimum combination of Executive, Independent Non-executive and Woman Directors with conformity of Regulation 17 of SEBI (Listing Obligation 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 ten Committees or Chairman of more than 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.

(a) Composition and Category of Directors:

The composition of the Board of Directors of the Company as on 31st March, 2021 is as follows:

Sr. No.	Name of the Director	Category
1.	Mr. Ghanshyam A. Thakkar	Executive Director/ Promoter (Chairman)
2.	Mr. Krupesh G. Thakkar	Executive Director/ Promoter (Managing Director)
3.	Mr. Ramanik T. Kansagara	Executive Director
4.	Mr. Shankar Prasad Bhagat	Independent Non-Executive Director
5.	* Mr. Rohit B. Thakkar	Independent Non-Executive Director
6.	**Ms. Archee D. Thakkar	Independent Non-Executive Director / Woman Director

*Due to demise of Mr. Rohit B. Thakkar, he was ceased to be an Independent Non-Executive Director of the Company w.e.f 3rd July, 2021.

**Appointment of Ms. Archee D. Thakkar was regularized from an Additional Independent Director (Non-Executive Director) to Independent Director (Non-Executive Director) in the Annual General Meeting held on Friday, 18th Day of December 2020.

Corporate Governance Report (Contd.)

As per the declarations received from the Directors, none of the Directors 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	Attended	
1	Mr. Ghanshyam A. Thakkar	6	5	Yes
2	Mr. Krupesh G. Thakkar	6	6	Yes
3	Mr. Ramanik T. Kansagara	6	5	Yes
4	Mr. Shankar Prasad Bhagat	6	3	Yes
5	Mr. Rohit B. Thakkar	6	5	Yes
6	Ms. Archee D.Thakkar	6	6	Yes

(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 31st March, 2021 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. Ghanshyam A. Thakkar	NA	NIL	NIL	---	---	NA
2	Mr. Krupesh G. Thakkar	NA	NIL	NIL	---	---	NA
3	Mr. Ramanik T. Kansagara	NA	NIL	NIL	--	---	NA
4	Mr. Shankar Prasad Bhagat	Independent Director	--	1	3	1	Minal Industries Limited
5	Mr. Rohit B. Thakkar	NA	NIL	NIL	--	--	NA
6	Ms. Archee D. Thakkar	NA	NIL	NIL	--	--	NA

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 met 6 (Six) times during the Financial Year 2020-21 and the time gap between two meetings was not more than 120 days. **The Board Meetings were held on, (i) 30th July, 2020 (ii) 11th August, 2020 (iii) 31st August, 2020 (iv) 31st October, 2020 (v) 12th January, 2021 (vi) 12th February, 2021**

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

Mr. Ghanshyam A. Thakkar is father of Mr. Krupesh G. Thakkar and none of the other Directors is 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.

Corporate Governance Report (Contd.)

(g) Familiarization Programme and Web link where details of familiarization programmes imparted to independent directors is disclosed:

In Compliance with Regulations 25(7) of the Listing Regulations, your Company has put the structure of familiarization 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 familiarization 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/investors_pdf/codes_policies/Familiarization_Programs_for_Independent_Directors.pdf

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

Rushil's Board is a skill-based board comprising of Directors who collectively have the skills, knowledge and experience to effectively govern and direct the organization.

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 organization, achieve the strategic goals and direct the organization'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.	Ghanshyam A. Thakkar	Visionary Leadership, Policy Development, Stakeholder Relationship, Business Strategies
2.	Krupesh G. Thakkar	Visionary Leadership, Policy Development, Stakeholder Relationship, Business Strategies
3.	Ramanik T. Kansagra	Understanding of Industry
4.	Shankar Prasad Bhagat	Finance and Accountancy
5.	Archee D. Thakkar	Finance and Accountancy
6.	Rohit B. Thakkar	Effective Management and delegation

(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:

During the Financial year no director has resigned.

(k) Code of Conduct:

Your Company has framed Code of Conduct for board of directors 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 recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help promote a culture of honesty.

In respect of Financial Year 2020-21, 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 mentioned at the end of Corporate Governance Report.

(l) Information supplied to the Board of Directors:

The dates of Board and Committee Meetings were communicated to the Directors and Committee members respectively well in advance in compliance with various provision of the law. Members were given agenda in details 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. Rohit B. Thakkar and Ms. Archee D. Thakkar are Independent Directors of the Company and they are not liable to retire by rotation.

Independent Directors at the first meeting of the Board held in this financial year gave a declaration that he/she meets the criteria of Independence as required under Section 149 (7) of the Companies Act, 2013 read with the Listing Regulations.

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 the 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/investors_pdf/codes_policies/Terms-and-conditions-for-appointment-of-Independent-Director.pdf

[com/investors_pdf/codes_policies/Terms-and-conditions-for-appointment-of-Independent-Director.pdf](https://rushil.com/investors_pdf/codes_policies/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 12th February, 2021 *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. Ghanshyam A. 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 12th February, 2021.

(p) Non-executive Directors compensation and disclosures:

Your Company has not paid any fees / compensation to independent directors except sitting fees within limit as specified under the Companies Act, 2013 read with Rules framed there under for board meeting 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 Remuneration Committee (3) Stakeholders Relationship Committee (4) Corporate Social Responsibility Committee (5) Risk Management Committee and other required Committees.

The minutes of Committee meetings are tabled at the next Board meetings for their review, consideration, noting and doing needful. The minutes of the

Corporate Governance Report (Contd.)

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, 2021, Audit Committee comprises four members out of which three are Non-Executive Independent Director and one is Executive Director. Mr. Hasmukh K. Modi, Company Secretary acts as a secretary to the Audit 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 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 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 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 utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
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 listed entity with related parties;
9. scrutiny of inter-corporate loans and investments;
10. evaluation of internal financial controls and risk management systems;
11. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
12. 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;
13. discussion with internal auditors of any significant findings and follow up there on;

Corporate Governance Report (Contd.)

14. 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;
15. 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;
16. 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;
17. to review the functioning of the whistle blower mechanism;
18. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
19. The audit committee is mandatorily reviewing the following information:
 - 1) management discussion and analysis of financial condition and results of operations;
 - 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
 - 4) internal audit reports relating to internal control weaknesses;
 - 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - 6) 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 utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
20. 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; and
 - 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.
21. 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 against the Company by its officers/employees;
22. Recommending to the Board of Directors, the appointment, remuneration and terms of appointment of Cost Auditor for the Company;
23. Review the cost audit report submitted by the cost auditor on audit of cost records before submission to the Board for approval;
24. 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;
25. Review and approve policy formulated for determination of material subsidiaries;
26. Review and approve policy on materiality of related party transactions and also dealing with related party transactions; and
27. Carrying out any other function as may be statutorily required to be carried out by the Audit Committee.
28. Carrying out any other function as may be referred to the Committee by the Board.

Corporate Governance Report (Contd.)

(b) The details about the composition of the Committee, Name of chairperson & Members and attendance at the meetings are as under:

The Audit Committee met 5 (Five) times during the Financial Year 2020-2021 and the time gap between two meetings is not more than 120 days. The Meetings were held on 30th July, 2020 (ii) 31st August, 2020 (iv) 31st October, 2020 and (iv) 12th January, 2021 (v) 12th February, 2021.

Name of the Director	Designation	Nature of Directorship	Audit Committee Meeting details	
			Held	Attended
Mr. Shankar Prasad Bhagat	Chairman	Non-Executive/ Independent Director	5	3
Mr. Ramanik T. Kansagara	Member	Executive Director	5	5
Mr. Rohit B. Thakkar	Member	Non-Executive/ Independent Director	5	5
Ms. Archee D. Thakkar	Member	Non-Executive/ Independent Director	5	5

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 Friday, 18th day of December, 2020. The CEO, CFO, and the Statutory Auditors 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.

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, 2021, comprises 4 (Four) directors out of which 3 (Three) are Non-Executive-Independent Director 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:

- To formulate and review the criteria for determining qualifications, positive attributes and independence of a director;
- 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;
- To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors;
- To devise a policy on Board diversity;
- To report on the systems and on the amount of the annual remuneration of directors and senior management;
- 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;
- To recommend to the board, all remuneration, in whatever form, payable to senior management;
- 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;
- To specify the manner for effective evaluation of performance of Board, its committees and individual directors and review its implementation and compliance;
- 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.

Corporate Governance Report (Contd.)

(b) The details about the composition of the Committee, Name of chairperson & Members and attendance at the meetings are as under:

The Nomination and Remuneration Committee met 1 (one) time during the Financial Year 2020-21. The Meetings were held on 30th July, 2020.

Mr. Shankar Prasad Bhagat, Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held on Friday, 18th day of December, 2020.

The details of the composition of the Committee, Name of chairperson & Members and attendance at the meetings during the financial year 2020-21 are as under:

Name of the Director	Designation	Nature of Directorship	Meeting details	
			Held	Attended
Mr. Shankar Prasad Bhagat	Chairman	Non-Executive/ Independent Director	1	0
Ms. Archee D. Thakkar	Member	Non-Executive/ Independent Director	1	1
Mr. Rohit B. Thakkar	Member	Non-Executive/ Independent Director	1	1
Mr. Ghanshyam A. Thakkar	Member	Executive Director & Chairman of the Company	1	1

(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/investors_pdf/codes_policies/Remuneration-Policy-of-RDL.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 Obligation 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 Obligation and Disclosure Requirements) Regulations, 2015:

Corporate Governance Report (Contd.)

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.
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. Any other roles, powers and functions as mentioned in the Companies Act, 2013 read with Rules framed thereunder and SEBI (LODR) Regulations, 2015.

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

Name of the Director	Designation	Nature of Directorship
Mr. Shankar Prasad Bhagat	Chairman	Non-Executive Independent Director heading the committee
Mr. Ghanshyambhai A. Thakkar	Member	Whole Time director & Chairman
Mr. Krupeshbhai G. Thakkar	Member	Managing Director

(b) 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.

(c) Number of shareholders' complaints received, number not solved to the satisfaction of shareholders and number of pending complaints:

During the Financial Year 2020-21, Five (5) complaints were received from the members. All the complaints have been redressed to the satisfaction of the members within the prescribed statutory timelines.

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.

The said provision is applicable only to top 1000 listed entities on the basis of Market Capitalization of previous financial year.

Accordingly, the provision of this regulation was become applicable to Company on the basis of market capitalization as at the end of the financial year 2020-21. On the basis of market capitalization our Company got covered under top 1000 listed companies.

Company has constituted Risk Management Committee in the Meeting of Board of Directors held on 14th May, 2021.

Composition and Meeting

The composition of the Risk Management Committee as on 31st March, 2021 and the details of members' participation at the respective meeting of the Committee are as under:

Name of the Director	Designation	Nature of Directorship
Mr. Krupesh Ghanshyambhai Thakkar	Chairperson	Executive Director
Ms. Archee Darshanbhai Thakkar	Member	Non-Executive Independent Director
Mr. Ramanikbhai Tejabhai Kansagara	Member	Executive Director

Corporate Governance Report (Contd.)

Meetings and attendance during the year

Up till the date of this Board report no meeting of Risk Management committee was held.

• 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:

- To formulate a detailed risk management policy which shall include:
 - a) 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.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business continuity plan.
 - To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
 - To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
 - To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
 - To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
 - The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee
 - Any other matter as the Risk Management 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.

❖ OTHER BOARD COMMITTEES

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

1. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

• Composition and Meeting

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) time during the Financial Year 2020-21 on 30th July, 2020 and 12th February, 2021.

The composition of the CSR Committee as on 31st March, 2021 and the details of members' participation at the respective meeting of the Committee are as under:

Name of the Director	Designation	Nature of Directorship	No. of Meetings	
			Held	Attended
Mr. Ghanshyam A. Thakkar	Chairman	Whole Time Director & Chairman	2	2
Mr. Krupeshbhai G. Thakkar	Member	Managing Director	2	2
Mr. Shankar Prasad Bhagat	Member	Non-Executive/ Independent Director	2	1

• 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;

Corporate Governance Report (Contd.)

- 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) and;
- 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) Pecuniary relationship or transactions with Non-executive director's vis-à-vis the Company:

There was no any pecuniary relationship or transactions with Non-executive director's vis-à-vis the Company.

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

Criteria for making payment to non-executive director is available on the website of Company under the web link https://rushil.com/investors_pdf/codes_policies/criteria-of-making-payments-to-non-executive-directors.pdf

(c) Disclosure with respect to remuneration :

The detail of remuneration and sitting fees paid to the directors during the financial year 2020-21 is as under:

(Amount in ₹)

Name	Salary, Perquisites and Allowances	Sitting Fess	Total
Mr. Ghanshyambhai A. Thakkar	1,00,00,246	--	1,00,00,246
Mr. Krupeshbhai G. Thakkar	1,00,01,181	--	1,00,01,181
Mr. Ramanik T. Kansagara	22,22,168	--	22,22,168
Mr. Shankar Prasad Bhagat	--	15,000	15,000
Mr. Rohitbhai Bhailalbhai Thakkar	--	25,000	25,000
Ms. Archee D. Thakkar		30,000	30,000

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

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

During the financial year, 2020-21, 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.

Corporate Governance Report (Contd.)

7. GENERAL BODY MEETINGS:

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

Financial year ended	Day/Date of AGM	Time	Location	No. of Special Resolution passed
31 st March, 2020	Friday, 18 th December, 2020	11:15 AM	Video Conferencing (VC)/Other Audio Visual Means (OAVM)	-
31 st March, 2019	Saturday, 21 st September, 2019	12:30 PM	At the Registered office of the Company at S. No. 125, Nr. Kalyanpura Patia, Village	2 (TWO) (See Note:1)
31 st March, 2018	Saturday, 22 nd September, 2018	11:30 AM	Itla, Gandhinagar Mansa Road, Tal. Kalol, Dist. Gandhinagar-382845, Gujarat, India	-

Note: 1 In the Annual General Meeting held on 21st September, 2019, 2 (Two) Special Resolutions were passed as follow:

1. Re-appointment of Mr. Shankar Prasad Bhagat (DIN: 01359807) Independent Director of the Company for a second term of five years;
 2. Re-appointment of Mrs. Jingle Thakkar (DIN: 06941497) Independent Director of the Company for a second term of five years;
- (b) The Details of special resolution passed last year through postal ballot and details of voting pattern: No Special Resolutions were passed during 2020-21 through postal ballot.
- (c) Person who conducted the Postal Ballot exercise :Not applicable
- (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: Procedure of Postal Ballot does not require.

8. MEANS OF COMMUNICATION

(a) Quarterly results	The quarterly results are published in the newspapers and displayed on the Company's website.
(b) Newspapers wherein results normally published	The Quarterly, Half Yearly Financial Results are generally published in Economic Times/Financial Express/Business Standard in English language & also in Gujarati language in Economic Times/Financial Express/Prabhat/Jai Hind.
(c) Company's website, where displayed	The separate section named "INVESTOR RELATIONSHIP" in the Company's website www.rushil.com is displaying required information in respect of interest of various stakeholders. The Annual Report for this financial year 2020-2021 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 and presentations made to the institutional investors and analysts, if any are also available on the Company's website.
(e) The presentations made to institutional investors or to analysts	

Corporate Governance Report (Contd.)

9. GENERAL SHAREHOLDER INFORMATION

(a) AGM: Date, Time and Venue	Monday, 27 th day of September, 2021 at 11:15 AM Company is conducting meeting through Video Conferencing/Other Audio Visual Means Pursuant to the MCA Circular Dated 13 th January, 2021 read with Master circular dated 5 th May, 2020. For details refer Notice of this AGM. The Proceeding of the AGM shall be deemed to be conducted at the Registered Office of the Company at S. No. 125, Nr. Kalyanpura Patia, Village Itla, Gandhinagar Mansa Road, Tal. Kalol, Dist. Gandhinagar – 382845, Gujarat, India.												
(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 2021-22 as per the following schedule: <table border="1" data-bbox="582 757 1469 1030"> <thead> <tr> <th>Particulars</th> <th>: Tentative and subject to Change</th> </tr> </thead> <tbody> <tr> <td colspan="2">Quarterly Unaudited Results</td> </tr> <tr> <td>Quarter ending 30th June, 2021</td> <td>: On 13th August, 2021</td> </tr> <tr> <td>Quarter ending 30th September, 2021</td> <td>: On or before 14th November, 2021</td> </tr> <tr> <td>Quarter ending 31st December, 2021</td> <td>: On or before 14th February, 2022</td> </tr> <tr> <td>Fourth Quarter and Annual ending on 31st March, 2022</td> <td>: On or before 30th May, 2022</td> </tr> </tbody> </table>	Particulars	: Tentative and subject to Change	Quarterly Unaudited Results		Quarter ending 30 th June, 2021	: On 13 th August, 2021	Quarter ending 30 th September, 2021	: On or before 14 th November, 2021	Quarter ending 31 st December, 2021	: On or before 14 th February, 2022	Fourth Quarter and Annual ending on 31st March, 2022	: On or before 30 th May, 2022
Particulars	: Tentative and subject to Change												
Quarterly Unaudited Results													
Quarter ending 30 th June, 2021	: On 13 th August, 2021												
Quarter ending 30 th September, 2021	: On or before 14 th November, 2021												
Quarter ending 31 st December, 2021	: On or before 14 th February, 2022												
Fourth Quarter and Annual ending on 31st March, 2022	: On or before 30 th May, 2022												
Date of Book Closure for AGM and final Dividend	Tuesday, 21st day of September, 2021 to Monday, 27th day of September, 2021 (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. (dividend on outstanding partly paid up equity shares will be in proportion to the capital paid-up on these shares) 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, 2021, 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 transferred the dividend amounting to ₹ 8312/- (Rupees Eight Thousand Three Hundred Twelve Only) to IEPF. The dividend transferred was on account of dividend unclaimed for seven consecutive years i.e. dividend for the financial year 2012-13												
Shares transferred to IEPF	During the financial year the Company had transferred 163 shares to IEPF. The shares transferred were on account of dividend unclaimed for seven consecutive years.												
(d) Name and address of stock exchanges at which the Company's 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, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Annual Listing Fees for the year 2020-21 and 2021-22 has been paid by the Company to BSE and NSE.												
Demat ISIN Numbers in NSDL & CDSL	INE573K01017												
(e) Stock Code/Symbol	BSE Equity Script Code: 533470 NSE Equity Symbol: RUSHIL												

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(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, 2021 are as under:

Month	BSE Limited (in ₹)		National Stock Exchange of India Limited (in ₹)	
	High	Low	High	Low
April-20	131.00	73.00	131.00	70.75
May-20	124.00	102.40	119.75	101.45
June-20	140.70	105.00	138.80	105.00
July-20	121.00	97.00	120.60	95.25
August-20	126.00	99.00	122.75	99.15
September-20	116.50	68.00	116.00	67.45
October-20	103.00	71.00	104.40	71.00
November-20	163.40	84.00	164.20	85.10
December-20	158.00	124.70	158.00	120.25
January-21	199.80	141.65	200.00	141.20
February-21	188.00	157.20	189.95	156.60
March-21	285.35	179.20	287.35	177.20

(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, 2021 are as under:

Month	RDL closing price at BSE (in ₹)		BSE SENSEX	
	High	Low	High	Low
April-20	131.00	73.00	33,887.25	27,500.79
May-20	124.00	102.40	32,845.48	29,968.45
June-20	140.70	105.00	35,706.55	32,348.10
July-20	121.00	97.00	38,617.03	34,927.20
August-20	126.00	99.00	40,010.17	36,911.23
September-20	116.50	68.00	39,359.51	36,495.98
October-20	103.00	71.00	41,048.05	38,410.20
November-20	163.40	84.00	44,825.37	39,334.92
December-20	158.00	124.70	47,896.97	44,118.10
January-21	199.80	141.65	50,184.01	46,160.46
February-21	188.00	157.20	52,516.76	46,433.65
March-21	285.35	179.20	51,821.84	48,236.35

(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: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri(East), Mumbai-400059, Maharashtra,

Tel No.: 022- 62638200

Email: investor@bigshareonline.com

Website: www.bigshareonline.com

Corporate Governance Report (Contd.)

(j) Share Transfer System:

Trading in equity shares of the Company through recognized Stock Exchanges can be done only in dematerialized 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 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 is to be taken for noting by the Stakeholders Relationship Committee at its next meeting.

(k) Distribution of Shareholding as on 31st March, 2021:

Distribution of shareholding of fully paid up equity shares of face value of ₹ 10/- each, as on 31st March, 2021

No. of Shares	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Shareholding
01 to 5000	5084	97.69%	986555	5.09%
5001 to 10000	39	0.75%	293320	1.51%
10001 to 20000	25	0.48%	352272	1.82%
20001 to 30000	12	0.23%	290437	1.50%
30001 to 40000	6	0.12%	202279	1.04%
40001 to 50000	4	0.08%	183722	0.95%
50001 to 100000	11	0.21%	834678	4.31%
100001 & above	23	0.44%	16228213	83.77%
Total	5204	100.00%	19371476	100.00%

Distribution of shareholding of partly paid up equity shares of face value of ₹ 10/- each with paid up value of ₹ 2.50/- each as on 31st March, 2021

No. of Shares	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Shareholding
01 to 5000	201	96.17%	41075	9.35%
5001 to 10000	4	1.91%	30696	6.98%
10001 to 20000	1	0.48%	20000	4.55%
20001 to 30000	0	0.00%	0	0.00%
30001 to 40000	0	0.00%	0	0.00%
40001 to 50000	0	0.00%	0	0.00%
50001 to 100000	1	0.48%	72062	16.40%
100001 & above	2	0.96%	275647	62.72%
Total	209	100.00%	439480	100.00%

Distribution of shareholding of partly paid up equity shares of face value of ₹ 10/- each with paid up value of ₹ 5.00 each as on 31st March, 2021

No. of Shares	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Shareholding
01 to 5000	130	97.74%	25957	26.63%
5001 to 10000	0	0.00%	0	0.00%
10001 to 20000	1	0.75%	10530	10.80%
20001 to 30000	1	0.75%	25000	25.64%
30001 to 40000	1	0.75%	36000	36.93%
40001 to 50000	0	0.00%	0	0.00%
50001 to 100000	0	0.00%	0	0.00%
100001 & above	0	0.00%	0	0.00%
Total	133	100.00%	97487	100.00%

Corporate Governance Report (Contd.)

(i) Pattern of Shareholding :

Sr. No.	Category	No. of Shares			% of total No. of shares
		Fully paid up Equity Shares	Partly paid up Equity Shares	Total No. of Equity Shares	
1	Promoters & Promoter Group	11654027	--	11654027	58.54%
2	Public Shareholding:				
1	Foreign Portfolio Investors	1256430	163733	1420163	7.13%
2	Financial Institution/Banks	80	0	80	0.00%
3	Central Government/ State Government(s)/President of India (IEPF)	202	0	202	0.00%
4	Individuals - i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	1273742	96874	1370616	6.88%
5	Individuals - ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	2241984	61000	2302984	11.57%
6	Any Other				
6.1	Bodies Corporate	2048833	132090	2180923	10.95%
6.2	Clearing Member	123077	225	123302	0.62%
6.3	Hindu Undivided Family	147987	2891	150878	0.76%
6.4	Non-resident Indians (Non Repat)	370158	79275	449433	2.26%
6.5	Non- resident Indians (Repat)	33196	879	34075	0.17%
6.6	Partnership firm	221760	0	221760	1.11%
	TOTAL	19371476	536967	19908443	100.00%

(l) Dematerialization of shares and Liquidity:

Equity shares of the Company can be traded in dematerialized 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 Bigshare Services Private Limited.

As per the Reconciliation Share Capital Audit Report Certificate of 31st March, 2021 issued by the Practicing Company Secretary under Regulation 76 of SEBI (Depository and Participants) Regulations, 2018, Break up of shares in physical and demat form as on 31st March, 2021 is as follow:

Sr. No.	Particulars	No. of Shares	% of Shares
1	Demat Segment:		
	NSDL	16139354	81.07
	CDSL	3232117	16.23
2.	Physical:	5	0
Total:		19371476	97.30

**Out of 4977111, shares allotted pursuant to Right Issue, 4440144 shares are already listed on BSE and NSE. Call money ₹ 7.50 are not paid on 439480 shares and ₹ 5.00 are not paid on 97487 shares (Total 536967 shares are thus partly paid) and hence the said shares are not yet listed.

(m) Outstanding GDRS / ADRS / Warrants or any Convertible Instruments, conversion date and likely impact on equity: NIL

(n) 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

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to control the Foreign Exchange Risk. For managing the foreign exchange risk, the Company hedges on regular basis the net outstanding of foreign currency exposures to mitigate the foreign currency risk.

In the Financial Year 2020-21, 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, Company is reducing the majority of foreign exchange risk by proper planning.

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.

(o) 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:

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

(p) Address for correspondence:

To contact Registrar & Transfer Agent for all matters relating to Shares, Dividends, Annual Reports	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri(East), Mumbai-400059, Maharashtra, India Tel No.: 022- 62638200 Email: investor@bigshareonline.com Website: 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 Décor Limited, Rushil House, Near Neelkanth Green Bungalow, Off. Sindhu Bhavan Road, Shilaj, Ahmedabad – 380 058, 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

(q) 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 mobilization 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 2020-2021, 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/investors_pdf/codes_policies/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 24th May, 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 (erstwhile108(2)) and as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19th August, 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 29th May, 2021.

Other than as disclosed above there is no such 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.

(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/investors_pdf/codes_policies/Whistle_Blower_Policy.51.pdf

It is affirmed that no personnel has been denied to access 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, 2021 do not contain any modified opinion.

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/investors_pdf/codes_policies/Policy-for-determining-Material-Subsidiary.pdf

Corporate Governance Report (Contd.)

(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/investors_pdf/codes_policies/Rushil_Related_Party_Transaction_Policy.pdf

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

As stated earlier, 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 Company is taking required steps for that.

(h) Details of utilization 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 Mr. Shalin Jain, 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) CEO/CFO Certification

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company give 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 give quarterly certificate on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the Listing Regulations.

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

Statutory Auditor	M/s Parikh & Majmudar
Statutory Audit Fees	₹ 3,50,000/-
Tax Audit Fees	₹ 1,50,000/-
Total	₹ 5,00,000/-

(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		

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:

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. Shalin Jain & Associates, Practicing Company Secretaries, confirming compliances with the conditions of Corporate Governance as stipulated under the Listing Regulations attached as “Annexure – C”.

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 of
Rushil Décor Limited
S. NO. 125, Near Kalyanpura Patia,
Village Itla, Gandhinagar Mansa Road,
Tal. Kalol, Dist. Gandhinagar –382845,
Gujarat, India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Rushil Décor Limited** having **CIN: L25209GJ1993PLC019532** and having registered office at S. NO. 125, Near Kalyanpura Patia, Village Itla, Gandhinagar Mansa Road, Tal. Kalol Dist. Gandhinagar–382845, Gujarat, India (hereinafter referred to as ‘the Company’), produced before me 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 my opinion and to the best of my 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 me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 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.	Ghanshyambhai Ambalal Thakkar	00208843	8 th March, 2007
2.	Krupesh Ghanshyambhai Thakkar	01059666	24 th May, 1993
3.	Shankar Prasad Bhagat	01359807	1 st October, 2009
4.	Archee Darshanbhai Thakkar	08603730	11 th November, 2019
5.	Ramanikbhai Tejabhai Kansagara	08341541	2 nd February, 2019
6.	Rohitbhai Bhailalbhai Thakkar	06538323	30 th March, 2013

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 on these 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.

For, **Shalin Jain & Associates**

Shalin M. Jain

Practicing Company Secretary

ACS No: 30427

CP No: 21379

UDIN: A030427C000820040

Date: 13th August, 2021

Place: Ahmedabad

Due to Some technical reason , UDIN was generated on later date.

Corporate Governance Report (Contd.)

“Annexure – B”

DECLARATION ON CODE OF CONDUCT

This is to certify that Company “Rushil Décor 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 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 2020-2021.

Place: Ahmedabad
Date: 24th June, 2021

Keyur M. Gajjar
Chief Executive Officer
Rushil Décor Limited

“Annexure – C”

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members of
Rushil Décor Limited

I have examined the compliance of Corporate Governance by Rushil Décor Limited (“the Company”) for the year ended on 31st March, 2021 as stipulated in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

It is the responsibility of management to comply with the conditions of Corporate Governance. My examination was limited to a review of procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as applicable to the Company.

I 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.

For, **Shalin Jain & Associates**

Date: 13th August, 2021
Place: Ahmedabad

Due to Some technical reason , UDIN was generated on later date.

Shalin M. Jain
Practicing Company Secretary
ACS No: 30427
CP No: 21379
UDIN: A030427C000820205

BUSINESS RESPONSIBILITY REPORT

BUSINESS RESPONSIBILITY REPORT [PURSUANT TO REGULATION 34(2)(F) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

We are pleased to present the Business Responsibility Report (BRR) for the Financial Year ended 31st March, 2021. This Business Responsibility Report covers the responses across environment, governance and stakeholder relationships of all the business. The Company foresees to invest the fund effectively for the social and economic development of societies in which Company operates. The Company targets to develop products and Services centered on driving Customer satisfaction while contributing to the overall objective of community development. The Company strives to seek greater alignment between its stakeholders to generate long term value by delivering its promise.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L25209GJ1993PLC019532												
2	Name of the Company	Rushil Décor Limited												
3	Registered address	S.No.125, Nr. Kalyanpura Patia, Gandhinagar-Mansa Road, Tal. Kalol, Village Itla, Dist. Gandhinagar - 382845, Gujarat. Corporate Office: Rushil House, Near Neelkanth Green Bungalow, Off. Sindhu Bhavan Road, Shilaj, Ahmedabad-380058, Gujarat.												
4	Website	www.rushil.com												
5	E-mail id	info@rushil.com and ipo@rushil.com												
6	Financial Year reported	1 st April 2020 - 31 st March 2021												
7	Sector(s) that the Company is engaged in Category	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Product</th> <th>NIC Code</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Laminate Sheets</td> <td>1709</td> </tr> <tr> <td>2</td> <td>Medium Density Fibre Board</td> <td>1621</td> </tr> <tr> <td>3</td> <td>PVC Boards</td> <td>2220</td> </tr> </tbody> </table>	Sr. No.	Product	NIC Code	1	Laminate Sheets	1709	2	Medium Density Fibre Board	1621	3	PVC Boards	2220
Sr. No.	Product	NIC Code												
1	Laminate Sheets	1709												
2	Medium Density Fibre Board	1621												
3	PVC Boards	2220												
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	<ul style="list-style-type: none"> Laminate Sheets Medium Density Fibre Board PVC Boards 												
9	Total number of locations where business activity is undertaken by the Company	<ol style="list-style-type: none"> The Company's has its Registered office and Corporate office located in Gujarat. Company has three Laminate sheet manufacturing plants in Gujarat. Company has one Medium Density Fibre (MDF) Board & Poly Vinyl Chloride (PVC) manufacturing plant in Karnataka. During the reporting year 2020-21, the Company has commenced its one more Medium Density Fibre (MDF) Board manufacturing plant at Atchutapuram, Dist. Visakhapatnam in the State of Andhra Pradesh. Company also has its various branches, depot, Dealers etc. across the India. 												
10	Markets served by the Company – Local/ State/ National/ International	Company operates across the geographies of India and also exports its products in various Countries like Gulf & Middle East, Australia, Indonesia, Rest of Asia Pacific.												

Business Responsibility Report (Contd.)**SECTION B: FINANCIAL DETAILS OF THE COMPANY**

1	Paid up Capital (INR) (As on 31 st March, 2021)	₹ 19,73,43,915/-
2	Total Turnover (INR)	₹ 335.44 Crores
3	Total profit after taxes (INR)	₹ 13.72 Crores
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	₹ 68,00,766/- which is 4.96% of Profit After Tax for FY 2020-21
5	List of activities in which expenditure in 4 above has been incurred	<ol style="list-style-type: none"> Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects. Environmental Sustainability and Animal Welfare Providing Grocery, Food, Clean Drinking Water, Medical Help etc. Setting up Hostels, Old Age Homes, Eradicating poverty and malnutrition etc.

SECTION C: OTHER DETAILS

1	Does the Company have any Subsidiary Company/ Companies?	No
2	Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)	Company do not have any Subsidiary Company.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No Participation by other entity/entities. The Company itself undertakes all the BR initiatives.

SECTION D: BR INFORMATION**1. DETAILS OF DIRECTOR RESPONSIBLE FOR BR**

(a) Details of the Director responsible for implementation of the BR policy/policies:

No	Particulars	Details
1	DIN Number	01059666
2	Name	Mr. Krupesh G. Thakkar
3	Designation	Managing Director

(b) Details of BR head:

No.	Particulars	Details
1	DIN Number	01059666
2	Name	Mr. Krupesh G. Thakkar
3	Designation	Managing Director
4	Telephone number	079 61400400
5	e-mail id	ipo@rushil.com

Business Responsibility Report (Contd.)

2. PRINCIPLE-WISE (AS PER NATIONAL VOLUNATARY GUIDELINES) BR POLICY/POLICIES

Principle 1	: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
Principle 2	: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
Principle 3	: Businesses should promote the well-being of all employees
Principle 4	: Businesses should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
Principle 5	: Businesses should respect and promote human rights
Principle 6	: Businesses should respect, protect and make efforts to restore the environment
Principle 7	: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
Principle 8	: Businesses should support inclusive growth and equitable development
Principle 9	: Businesses should engage with and provide value to their customers and consumers in a responsible manner

(a) Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Yes, the policies are based on 'National Voluntary Guidelines on Social, Environmental and Economic Responsibility of Business'.								
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	All the policies have been approved by the Management of the Company and are approved by the Board wherever statutorily required.								
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes, Mr. Krupesh G. Thakkar, Managing Director of the Company oversees the implementation of the Policy.								
6	Indicate the link for the policy to be viewed online?	https://rushil.com/admin/uploads/7/13/Business-Responsibility-Policy.pdf								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been formally communicated to key internal stakeholders. The external stakeholders are being communicated on website/need basis.								
8	Does the Company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes, the BR policy is evaluated internally.								

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options) – N.A.

Business Responsibility Report (Contd.)

3. GOVERNANCE RELATED TO BR

- (a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

The Board of Directors have discussed about the BRR Performance once during the financial year.

- (b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Business Responsibility Report forms a part of Annual Report of the Company for the financial year 2020-21, which can be viewed on the website of the Company at www.rushil.com under Investor Relationship section.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1:

- 1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs / Others?**

Yes, the Company has Code of Conduct for Directors and Senior Management and Vigil Mechanism and Whistle Blower Policy.

- 2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

Rushil Décor Limited's stakeholder includes Investors, clients, employees, vendors / partners, government and local communities. For details on employee grievances and resolutions, the Company has a robust system of Complaints Handling..

Stakeholder Complaints	Opening Balance	Received during the year	Resolved during the year	Complaints Pending
Consumer Complaints	Nil	Nil	--	--
Investor Complaints	Nil	5	5	--
Vendor Complaints	Nil	Nil	--	--

Principle 2:

- 1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

- (a) VIR High Pressure Laminate
 (b) MDF Board
 (c) VIR 90° PVC Flexible Laminate

- 2. Does the Company have procedures in place for sustainable sourcing (including transportation)?**

- a. If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

Yes, the Company at working level focus on sustainable resourcing and integrating the sustainability in procurement process for its products. Company's plants are strategically located near to its customers and suppliers

which results in easy accessibility of material to customer and also reduction in freight movement on longer routes.

- b. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

Yes. The Company has identified vendors for procuring materials and a Standard Operating Procedure is in place for sourcing raw materials. This includes sample approvals, performance trials, plant audit and regulatory clearances. The goal of the Company's sustainable sourcing is to build strong, long-term relationships with its suppliers leading to improving the performance in environmental, social and ethical issues.

Business Responsibility Report (Contd.)

- 3. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

The waste water generated during the manufacturing process is treated in Effluent Treatment Plants (ETP) and Sewage Treatment Plants (STP) and then are used in gardening and in toilets for flushing. Further, the Company also re-uses the wood waste and gardening waste generated in plants as fuel in boiler. Nearly 100% of the waste water is treated and reused.

Principle 3:

- 1. Please indicate the Total number of employees. –** 604 (Permanent Employees)
- 2. Please indicate the Total number of employees hired on temporary/contractual/casual basis. –** 989 (Contractual/Casual Manpower)
- 3. Please indicate the Number of permanent women employees. –** 17 Employees
- 4. Please indicate the Number of permanent employees with disabilities –** Nil
- 5. Do you have an employee association that is recognized by Management. –** Nil
- 6. What percentage of your permanent employees is members of this recognized employee association?** - Nil
- 7. Please indicate the Number of complaints relating to child labor, forced labor, involuntary labor, sexual harassment in the last financial year. –** Nil
- 8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? –** Due to Covid situation in last year, it was difficult for Company to give practical training.
A formal training program is in place for all categories of employees. The focus on training includes safety and skill development besides other aspect. All employees irrespective of any category are given training as per requirement.
 - (a) Permanent Employees : --
 - (b) Permanent women Employees :
 - (c) Casual/ Temporary/ Contractual Employees : --
 - (d) Employee with disability : N.A.

Principle 4:

- 1. Has the Company mapped its internal and external stakeholders? Yes/No**
Yes.
- 2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders.**
Yes, the Company has identified disadvantaged, vulnerable & marginalized stakeholders from the local community and the work force. The Company has also engaged them for their socio-economic development through various CSR initiatives. The social development among disadvantaged, vulnerable & marginalized people are being ensured through awareness and sensitization programs, skill development programs, educational help, medical aid etc.
- 3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

The Company has a whistle blower mechanism, Vigil mechanism which protects the rights of 'minority shareholders' and has implemented all the Corporate Governance Practices with highest standards so that stakeholders gets their due share of benefits. Further, the CSR initiatives undertaken by the Company are focused primarily on those sections of the communities which are poor, needy, disadvantaged, vulnerable and marginalized.

Principle 5:

- 1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?**
The Company is committed to promote the human rights and will adhere to it in spirit and deed. The Company is also committed to provide an Equal Opportunities at all levels, safe and healthy workplaces and protecting human health and environment.
- 2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**
NIL

Business Responsibility Report (Contd.)

Principle 6:

- 1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/others.**

The Company is committed to conduct its business in an environmentally responsible manner. The Environment, Health and Safety Policy covers only the Company. However, the Company always ensure environment friendly and safe business practices while working within the organization and with every actions taken through Suppliers/NGOs/others.

- 2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.**

Yes, as a responsible corporate citizen, Company always ensures environmental protection. Thus, the Company continuously strives to minimize the environmental impact for reducing its own operational environmental footprint. Company has also adopted sustainable practices and responsible use of natural resources in order to minimise the environmental impact of its operations. The Company has installed roof-top solar panels at its manufacturing units for generation of power thus Company's manufacturing facility does consume energy as per the prescribed standards, but also ensures efficient utilization of energy. The CSR initiatives taken by the Company forms the integral part of the annual report also available on the website of the Company at www.rushil.com.

- 3. Does the Company identify and assess potential environmental risks?**

Yes, potential environmental risks are identified in conformity with all applicable environmental laws. All necessary actions are being taken for mitigating risk.

- 4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

Currently the Company does not have any Clean Development Mechanism (CDM) project.

- 5. Has the Company undertaken any other initiatives on-clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

The Company always works on resource optimization, water and electricity conservation and waste reduction to reduce its environmental footprints. The Company has undertaken initiatives for usage of solar power through solar panels, solar lights towards energy efficiency.

- 6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes

- 7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

NIL

Principle 7:

- 1. Whether the Company is a member of any trade/ chamber association?**

The Company is the member of the following trade/ chamber association among others:

- INDIAN LAMINATE MANUFACTURERS ASSOCIATION
- ASSOCIATION OF INDIAN PANELBOARD MANUFACTURER
- GUJARAT CHAMBERS OF COMMERCE & INDUSTRY
- FEDERATION OF INDIAN EXPORT ORGANISATIONS

- 2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)?**

No, but the Company implements various CSR activities for the advancement or improvement of public good. However, the Company will protect the interest of organization and other stakeholders involved in the organization through the said trade association, whenever it finds opportunities.

Principle 8:

- 1. Does the Company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If Yes, details thereof.**

Pursuant to Section 135 of the Companies Act, 2013, the Company undertakes the initiatives through the Corporate Social Responsibility (CSR) Committee of the Board as per the CSR Policy of the Company. For details of initiatives taken up by the Company during the financial year 2020-21, please refer to the Report on the CSR activities forming part of the Annual Report for the financial year 2020-21.

Business Responsibility Report (Contd.)

2. Are the programmes/ projects undertaken through in-house team/ own foundation/ external NGO/ government structures/ any other organization?

Company has contributed towards education, healthcare and social outreach programs. Further, the CSR projects have been carried out by the Company through various implementing agencies. For the details of all the implementing agencies engaged by the Company for its CSR initiatives, please refer to the Report on the CSR activities forming part of the Annual Report for the financial year 2020-21.

3. Have you done any impact assessment of your initiative?

The CSR Committee internally performs assessment of its initiatives on frequent intervals.

4. What is your Company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken.

The Complete details of Company's contribution towards the community development has been specified under the Annexure pertaining to CSR details as annexed in the Board Report forming part of Annual Report for the financial year 2020-2021.

5. Have you taken steps to ensure that this Community Development Initiative is successfully adopted by the community? Please explain.

The CSR Committee of the Company does the required assessment for analyzing the key areas for undertaking CSR initiatives and their impact thereto. The Company ensure that CSR initiatives undertaken by the Company are successfully implemented and proactively engages beneficiaries with the project and programme on continuous basis for achieving sustainability of the project or program.

Principle 9:

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

NIL. However, the Company promptly resolves the customers' complaint as and when received within stipulated time frame.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws?

The information which are statutorily required are displayed on the Product. There are detailed product information with lot numbers etc. on the cartoons which is good enough for the customer to identify the products and use them appropriately. The Company also displays all the requisite information and safety guidance which are specific to its products.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.

No cases/complaints filed against the Company by any stakeholders regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior.

4. Did your Company carry out any consumer survey / consumer satisfaction trends?

Yes. The Company connects with its consumer through multiple touch points. Feedback of the end-consumers is also obtained through the numerous dealers, distributors, etc. associated with the Company to understand the product quality feedback.

INDEPENDENT AUDITOR'S REPORT

To the Members of **RUSHIL DÉCOR 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 DÉCOR LIMITED** ("the Company"), which comprise the standalone balance sheet as at 31st March, 2021, 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 31st March, 2021, and its Profits (financial performance

including other comprehensive income), its Cash flows and changes in equity for the year ended on that date.

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.

Key Audit Matter:

1. Revenue Recognition

Refer Note 46 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 recognised 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 recognised 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;

Independent Auditor's 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.

Independent Auditor's Report (Contd.)

- ❖ 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 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, 2016 ("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.
3. As required by Section 143(3) of the Act, 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 31st March, 2021 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2021 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

Independent Auditor's Report (Contd.)

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 on its financial position in the standalone Ind AS Financial Statements (Refer Note No 36 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. During the year, there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Parikh & Majmudar**
Chartered Accountants
FR No. 107525W

(C.A (Dr) Hiten M. Parikh)
Partner

Membership No. 040230
UDIN: 21040230AAAAGT2688

Place: Ahmedabad
Date: 24th June, 2021

ANNEXURE A

TO THE INDEPENDENT AUDIT REPORT OF EVEN DATE TO THE MEMBERS OF RUSHIL DÉCOR LTD: ON THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (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.
- (ii) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. The discrepancies noticed on verification between physical stocks and the books of accounts were not material.
- (iii) The Company has not granted any loans secured or unsecured loans to Companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (the Act). Accordingly, the provisions of clause 3(iii) (a) (b) and (c) of the Order are not applicable to the Company.
- (iv). According to the information and explanations given to us, the Company has not made any investment or given loans during the year. Accordingly paragraph 3(iv) of the order is not applicable.
- (v) The Company has not accepted any deposits from the public during the year under review.
- (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.
- (vii) (a) 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, 2021 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, Duty of Excise, and Sales Tax/ Value Added Tax have not been deposited by the Company on account of Dispute:

Nature of Statues	Nature of Dues	Amount (In ₹) (Net of payments)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty, Interest & Penalty	72,12,185/-	up to Sept-2012	Custom Excise & Service Tax Appellate Tribunal, Ahmedabad
The Customs Act 1962	Custom Duty with Interest & Penalty	2255536/- with Interest 500000/- Penalty	FY 2014-15	Custom Excise & Service Tax Appellate Tribunal, Ahmedabad
Karnataka Value Added Tax Act, 2003	Value Added Tax	15,81,489/-	FY 2016-17	Assistant Commissioner of Commercial Taxes, Shimoga

- (viii) According to information & explanations given to us, the Company has not defaulted in repayment of its dues to Banks or Financial institutions or Government. The Company does not have any borrowings from debenture holders.

ANNEXURE A to the Independent Auditor's Report (Contd.)

- (ix) In our opinion and according to the information & explanations given to us, the moneys raised by way of further public offer (rights issue) and term loans during the year have been applied for the purposes for which they were raised.
- (x) 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.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act
- (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) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (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) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Parikh & Majmudar**
Chartered Accountants
FR No. 107525W

(C.A (Dr) Hiten M. Parikh)
Partner
Membership No. 040230
UDIN: 21040230AAAAGT2688

Place: Ahmedabad
Date: 24th June, 2021

ANNEXURE B

TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF RUSHIL DÉCOR LIMITED ON THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2021

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")

In conjunction with our audit of the standalone Ind AS financial statements of M/s RUSHIL DÉCOR LIMITED ("the Company") as at and for the year ended 31st March, 2021, 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 over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls over financial reporting and the Guidance Note issued by ICAI. 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 system over financial reporting 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 judgment, 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 system over financial reporting.

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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

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 31st March, 2021, 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 issued by the ICAI.

For **Parikh & Majmudar**
Chartered Accountants
FR No. 107525W
UDIN: 21040230AAAAGT2688

(C.A (Dr) Hiten M. Parikh)
Partner
Membership No. 040230

Place: Ahmedabad
Date: 24th June, 2021

STANDALONE BALANCE SHEET

AS AT 31ST MARCH, 2021

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

(Amount in ₹)

Particulars	Note No.	As at 31 st March, 2021	As at 31 st March, 2020
(I) ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	1	5,87,18,35,375	1,97,20,42,460
(b) Capital work-in-progress	1	1,03,92,378	3,38,46,85,486
(c) Other Intangible assets	2	2,65,199	6,28,938
(d) Financial Assets			
(i) Investments	3	1,25,000	1,25,000
(ii) Trade receivables	4	2,37,22,640	2,30,80,878
(iii) Loans	5	8,25,586	10,38,369
(e) Other non-current assets	6	25,20,10,349	54,52,23,045
Total Non-current Assets		6,15,91,76,527	5,92,68,24,176
(2) Current Assets			
(a) Inventories	7	84,27,23,399	85,58,45,552
(b) Financial Assets			
(i) Trade receivables	8	57,53,65,080	61,15,94,075
(ii) Cash and cash equivalents	9	1,55,90,244	65,50,236
(iii) Bank balances other than (ii) above	10	10,07,42,770	5,16,53,857
(iv) Loans		0	0
(c) Current Tax Assets	11	11,99,229	79,13,781
(d) Other current assets	12	38,94,82,684	39,76,53,048
Total Current Assets		1,92,51,03,406	1,93,12,10,549
Total Assets :		8,08,42,79,933	7,85,80,34,725
(II) EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	13	19,73,43,915	14,93,13,320
(b) Other Equity	14	2,44,41,27,647	2,13,46,89,861
Total Equity		2,64,14,71,562	2,28,40,03,181
(2) Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	2,95,21,10,645	3,38,84,66,397
(ii) Trade Payables			
- dues to micro and small enterprises		0	0
- dues to other than micro and small enterprises	16a	1,45,81,519	1,06,44,336
(iii) Other Financial Liabilities	16b	8,13,44,624	7,60,22,584
(b) Provisions	17	2,38,33,556	2,13,19,445
(c) Deferred tax liabilities (Net)	18	28,29,74,180	23,48,95,026
(d) Other non-current liabilities	19	8,00,85,360	7,93,87,960
Total Non-Current Liabilities		3,43,49,29,884	3,81,07,35,748
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	53,65,44,842	58,31,59,389
(ii) Trade Payables			
- dues to micro and small enterprises	21	1,68,31,763	5,34,38,067
- dues to other than micro and small enterprises	21	1,00,87,75,383	90,44,14,821
(iii) Other financial liabilities	22	30,94,50,337	10,08,60,764
(b) Other current liabilities	23	2,84,17,947	3,21,40,583
(c) Provisions	24	10,78,58,215	5,15,41,173
(d) Current Tax Liabilities (Net)	25	0	3,77,40,999
Total Current Liabilities		2,00,78,78,487	1,76,32,95,796
Total Equity and Liabilities :		8,08,42,79,933	7,85,80,34,725

The accompanying Notes 1 to 51 are integral part of these Standalone Financial Statements.

As per our report of even date attached.

For **Parikh & Majmudar**
Chartered Accountants
(Firm Regn.No.107525W)

C.A Dr. Hiten Parikh
Partner
Membership No.040230
UDIN: 21040230AAAAGT2688

For and on behalf of the Board of Directors,
Rushil Décor Limited

(Ghanshyambhai A. Thakkar) **(Krupeshbhai G. Thakkar)**
Chairman Managing Director
DIN : 00208843 DIN : 01059666

(K.M. Gajjar)
Chief Executive Officer

(V.S. Vora)
Chief Financial Officer

(H.K. Modi)
Company Secretary

Place: Ahmedabad
Date: 24th June, 2021

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2021

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

(Amount in ₹)

Particulars	Note No.	Year ended 31 st March, 2021	Year ended 31 st March, 2020
I Revenue from Operations	26	3,35,44,38,484	3,35,59,80,412
II Other Income	27	4,32,27,243	3,53,58,314
III Total Income (I +II)		3,39,76,65,727	3,39,13,38,726
IV Expenses:			
(a) Cost of Materials Consumed	28	1,74,22,43,178	1,73,09,43,597
(b) Purchases of Stock-in-Trade	29	1,74,32,394	1,35,36,052
(c) Changes in Inventories of Finished goods, Stock-in-Trade and Work-in-progress	30	5,65,94,288	25,59,257
(d) Employee Benefits Expense	31	26,82,25,373	29,31,55,456
(e) Finance Costs	32	12,41,90,011	12,04,43,123
(f) Depreciation and Amortization Expense		9,73,23,988	8,68,93,646
(g) Other Expenses	33	92,02,26,471	94,66,45,185
Total Expenses (IV)		3,22,62,35,703	3,19,41,76,316
V Profit before exceptional items and tax(III- IV)		17,14,30,024	19,71,62,410
VI Exceptional Items (Refer Note No. 50)		1,52,17,526	-
Profit before tax (V+VI)		18,66,47,550	19,71,62,410
VII Tax expense :	34		
(1) Current Tax (Including Short/Excess provision of earlier years)		95,297	4,02,29,659
(2) Deferred Tax		4,93,69,235	(7,35,64,408)
Total Tax Expenses (VII)		4,94,64,532	(3,33,34,749)
VIII Profit for the period (VI -VII)		13,71,83,018	23,04,97,159
IX Other Comprehensive Income (OCI)			
A (i) Items that will not be reclassified to profit or loss		(31,75,577)	43,95,629
(ii) Income tax relating to items that will not be reclassified to profit or loss		7,99,229	(11,06,292)
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)		(23,76,348)	32,89,337
X Total Comprehensive Income for the period (VIIi + IX) (Comprising Profit and Other Comprehensive Income for the period)		13,48,06,670	23,37,86,496
XI Earnings per equity share (Face Value of ₹ 10/- each) Basic & Diluted (Refer Note No. 35)	35	8.11	13.64

The accompanying Notes 1 to 51 are integral part of these Standalone Financial Statements.

As per our report of even date attached.

For **Parikh & Majmudar**
Chartered Accountants
(Firm Regn.No.107525W)

C.A Dr. Hiten Parikh
Partner
Membership No.040230
UDIN: 21040230AAAAGT2688

(K.M. Gajjar)
Chief Executive Officer

Place: Ahmedabad
Date: 24th June, 2021

For and on behalf of the Board of Directors,
Rushil Décor Limited

(Ghanshyambhai A. Thakkar)
Chairman
DIN : 00208843

(V.S. Vora)
Chief Financial Officer

(Krupeshbhai G. Thakkar)
Managing Director
DIN : 01059666

(H.K. Modi)
Company Secretary

STANDALONE STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31ST MARCH, 2021

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

(Amount In ₹)

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax as per Standalone Statement of Profit & Loss	18,66,47,550	19,71,62,410
Adjustments for		
Re-measurement gain/(loss) on defined benefit plans	(31,75,577)	43,95,629
Depreciation and amortization expense	9,73,23,988	8,68,93,646
Interest and Finance cost	12,41,90,011	12,04,43,123
(Profit)/Loss on disposal of Property, Plant and Equipment	(1,50,75,276)	(5,52,879)
	20,32,63,146	21,11,79,519
Operating Profit Before Working Capital Changes	38,99,10,696	40,83,41,929
Adjustment for Change In:		
(Increase) / Decrease in Inventories	1,31,22,153	2,37,89,683
(Increase) / Decrease in Trade Receivables	3,55,87,233	(6,54,34,247)
(Increase) / Decrease in Financial Assets	(4,88,76,130)	6,25,576
(Increase) / Decrease in Other Assets	7,04,66,577	(12,84,36,527)
Increase / (Decrease) in Trade Payables	7,16,91,442	22,61,10,781
Increase / (Decrease) in Financial Liabilities	21,39,11,612	1,95,76,102
Increase / (Decrease) in Other Liabilities	(5,11,125)	1,49,15,479
Increase / (Decrease) in Short Term Provisions	5,63,17,042	(1,20,26,246)
	41,17,08,804	7,91,20,601
	80,16,19,500	48,74,62,530
Direct Taxes Paid (Net of Refunds)	(3,07,30,284)	(1,61,60,616)
Net Cash Generated From Operations	77,08,89,216	47,13,01,914
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment (including WIP & Pre-operative Expenses)	(62,73,92,780)	(2,42,39,86,828)
Changes on account of Revaluation Reserve (net)	(89,75,112)	-
Sale of Property, Plant and Equipment	2,00,08,000	7,83,448
Purchase of Shares	-	-
Loans (Given)	-	3,16,18,262
Changes in Non Current Assets	23,05,25,023	40,98,87,329
Net Cash Generated From Investing Activities	(38,58,34,869)	(1,98,16,97,789)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Issue of share capital	4,80,30,595	-
Securities premium	19,17,68,370	-
Increase / (Decrease) in Long term borrowings	(43,63,55,752)	1,58,65,20,922
Increase / (Decrease) in Short term borrowings	(4,66,14,546)	5,32,78,744
Interest and Finance cost	(12,41,90,012)	(12,04,43,123)
Dividend Paid (Including Tax On Dividend)	(86,52,994)	(90,00,256)
Net Cash Generated From Financing Activities	(37,60,14,339)	1,51,03,56,287
Net Increase In Cash & Cash Equivalents	90,40,008	(39,588)
Cash & Cash Equivalents At		
Opening	65,50,236	65,89,824
Closing	1,55,90,244	65,50,236
Cash & Cash Equivalent as per above comprises of the following:		
Cash & Cash Equivalent (Refer Note No.9)	1,55,90,244	65,50,236

The accompanying notes are an integral part of these 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.

For **Parikh & Majmudar**
Chartered Accountants
(Firm Regn.No.107525W)

C.A Dr. Hiten Parikh
Partner
Membership No.040230
UDIN: 21040230AAAAGT2688

For and on behalf of the Board of Directors,
Rushil Décor Limited

(Ghanshyambhai A. Thakkar) (Krupeshbhai G. Thakkar)
Chairman Managing Director
DIN : 00208843 DIN : 01059666

(K.M. Gajjar)
Chief Executive Officer

(V.S. Vora)
Chief Financial Officer

(H.K. Modi)
Company Secretary

Place: Ahmedabad
Date: 24th June, 2021

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH, 2021

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

A) EQUITY SHARE CAPITAL

Particulars	(Amount In ₹)
For the year ended 31st March, 2021	
Balance as at 1 st April, 2020	14,93,13,320
Changes in equity share capital during the year :	
Issued during the year	4,80,30,595
Balance as at 31st March, 2021	19,73,43,915
For the year ended 31st March, 2020	
Balance as at 1 st April, 2019	14,93,13,320
Changes in equity share capital during the year :	
Issued during the year	-
Balance as at 31st March, 2020	14,93,13,320

B) OTHER EQUITY

Reconciliation of Other Equity as at 31st March, 2021

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	50,000	79,82,47,876	33,00,000	(22,45,557)	60,00,000	18,51,99,141	1,14,41,38,401	2,13,46,89,861
Issued during the period	-	-	-	-	-	-	-	-
Converted into Equity Shares	-	-	-	-	-	-	-	-
Received against shares issued during the year	-	19,17,68,370	-	-	-	-	-	19,17,68,370
Depreciation transferred (to)/from Revaluation Reserve	-	-	-	-	-	-	-	-
Dividend on Equity Shares	-	-	-	-	-	-	(86,52,994)	(86,52,994)
Tax on Dividend	-	-	-	-	-	-	-	-
Adjustments as per Ind AS	-	-	-	-	-	(84,84,260)	-	(84,84,260)
Profit for the year	-	-	-	(23,76,348)	-	-	13,71,83,018	13,71,83,018
Other Comprehensive Income for the year	-	-	-	-	-	-	-	(23,76,348)
Balance at the end of the reporting period	50,000	99,00,16,246	33,00,000	(46,21,905)	60,00,000	17,67,14,881	1,27,26,68,425	2,44,41,27,647

**Standalone Statement of Changes in Equity (Contd.)
FOR THE YEAR ENDED 31ST MARCH, 2021**
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

Reconciliation of Other Equity as at 31st March, 2020

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	50,000	79,82,47,876	33,00,000	(55,34,894)	60,00,000	18,51,99,141	92,26,41,498	1,90,99,03,622
Issued during the period	-	-	-	-	-	-	-	-
Converted into Equity Shares	-	-	-	-	-	-	-	-
Received against share issue to Qualified Institutional Investors	-	-	-	-	-	-	-	-
Depreciation transferred (to)/from Revaluation Reserve	-	-	-	-	-	-	-	-
Dividend on Equity Shares	-	-	-	-	-	-	(74,65,666)	(74,65,666)
Tax on Dividend	-	-	-	-	-	-	(15,34,590)	(15,34,590)
Adjustments as per Ind AS	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	-	23,04,97,159	23,04,97,159
Other Comprehensive Income for the year	-	-	-	32,89,337	-	-	-	32,89,337
Balance at the end of the reporting period	50,000	79,82,47,876	33,00,000	(22,45,557)	60,00,000	18,51,99,141	1,14,41,38,401	2,13,46,89,861

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.

For Parikh & Majmudar
Chartered Accountants
(Firm Regn.No.107525W)

C.A Dr. Hiten Parikh
Partner
Membership No.040230
UDIN: 21040230AAAAGT2688

(K.M. Gajjar)
Chief Executive Officer

(V.S. Vora)
Chief Financial Officer

(H.K. Modi)
Company Secretary

**For and on behalf of the Board of Directors,
Rushil Décor Limited**

(Ghanshyambhai A. Thakkar) **(Krupeshbhai G. Thakkar)**
Chairman
DIN : 00208843
Managing Director
DIN : 01059666

Place: Ahmedabad
Date: 24th June, 2021

NOTES TO STANDALONE FINANCIAL STATEMENTS

RUSHIL DÉCOR 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 and Polyvinyl Chloride Board. The Company presently has manufacturing facilities at Itla, Mansa and Dholakuva in (Gujarat), Chikkamagaluru (Karnataka) and Atchutapuram (Andhra Pradesh).

(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 realisation 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 ('INR'). 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. 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 recognised 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 derecognised 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 amortised on the basis of their useful lives as notified in Schedule II to the

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

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

amortisation on a straight-line basis over its estimated useful life.

- ii) Intangible assets are carried at cost, net of accumulated amortisation and impairment loss, if any.
- iii) Intangible assets are amortised 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 recognised 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.
- ii) Sale of Goods: Revenue from sales of goods is recognised 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 recognised 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.

Notes to the Standalone Financial Statements (Contd.)

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

(g) EMPLOYEE BENEFITS:

- i) Short-term employee benefits are recognised 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 Organisation 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, and Power & Fuels 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 realisable value.
- v) Stock of Finished goods is valued at lower of cost or net realisable value, and Stock at port is valued at Cost.
- vi) Stock-in-trade is valued at lower of cost or net realisable 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 (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

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

current assets where receivable is due within 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 derecognised 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 recognised and subsequently measured at amortised cost, net of transaction costs incurred. The transaction costs is amortised 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 recognised amounts and there is an intention to settle on a net basis, to realise 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 recognised 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 generate economic

Notes to the Standalone Financial Statements (Contd.)

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

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, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.
- vii) The assets and liabilities which has been measured at fair value are, Derivatives and Land.

(m) FOREIGN CURRENCY TRANSACTIONS:

- i) The Company's financial statements are presented in Indian Rupees ('INR'), 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 recognised 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 capitalised 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.

(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

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

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 recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised 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 utilised.
- iv) The 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 utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it is become 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 realised 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 recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income. As such, deferred tax is also recognised 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 realised or intended to be sold or consumed in normal operating cycle; (b) held primarily for the purpose of trading; (c) expected to be realised 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.
- iv) An liability is current when (a) it is expected to be settled in normal operating cycle; (b) it is held primarily for the purpose of

Notes to the Standalone Financial Statements (Contd.)

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

trading; (c) it is due 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 recognised 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 recognised 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 recognised 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 organised 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 and (d) (b) Medium Density Fiber Board – Andhra Pradesh Unit.
- 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;

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

- (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);
 - (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 recognised 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 recognised 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

Notes to the Standalone Financial Statements (Contd.)

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised 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 (₹).

(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, 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/amortised 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/amortisation to be recorded during any reporting period. The

depreciation/amortisation for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised/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 recognised. Potential liabilities that are remote are neither recognised 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 recognised 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.

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

1. PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK-IN-PROGRESS

Particulars	(Amount in ₹)							TOTAL
	Freehold Land	Leasehold Land	Buildings	Plant and Equip-ments	Furniture and Fixtures	Vehicles	Computers	
Cost of Assets								
As at 1st April, 2020	48,63,46,959	-	58,65,17,687	1,40,77,74,995	4,65,60,176	5,56,35,706	92,37,439	2,59,20,72,962
Addition	3,30,56,960	-	87,18,69,418	3,11,60,75,008	41,61,433	1,34,76,731	50,18,410	4,04,36,57,960
Disposal / Adjustments	4,56,72,546	-	-	-	-	30,64,388	-	4,87,36,934
Transfer	-	-	-	1,00,000	-	-	-	1,00,000
As at 31st March, 2021	47,37,31,373	-	1,45,83,87,105	4,52,37,50,003	5,07,21,609	6,60,48,049	1,42,55,849	6,58,68,93,988
Depreciation								
As at 1st April, 2020	-	-	12,46,33,115	43,71,82,348	1,60,65,808	3,49,62,105	71,87,126	62,00,30,502
Charge for the period	-	-	2,01,59,620	6,40,02,912	40,77,382	67,57,827	19,62,508	9,69,60,249
Disposal / Adjustments	-	-	-	-	-	19,32,138	-	19,32,138
Transfer	-	-	-	-	-	-	-	-
As at 31st March, 2021	-	-	14,47,92,735	50,11,85,260	2,01,43,190	3,97,87,794	91,49,634	71,50,58,613
Net Block								
As at 31st March, 2020	48,63,46,959	-	46,18,84,572	97,05,92,647	3,04,94,368	2,06,73,601	20,50,313	1,97,20,42,460
As at 31st March, 2021	47,37,31,373	-	1,31,35,94,370	4,02,25,64,743	3,05,78,419	2,62,60,255	51,06,215	5,87,18,35,375

CAPITAL WORK IN PROGRESS INCLUDING PRE-OPERATIVE EXPENSES :

Particulars	(Amount in ₹)	
	Year ended 31 st March, 2021	Year ended 31 st March, 2020
At the beginning of the year	3,38,46,85,486	97,78,46,643
Add: Additions during the year	57,06,56,244	2,40,68,38,843
Less: Capitalised during the year	3,94,49,49,352	-
Balance at the end of year	1,03,92,378	3,38,46,85,486

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

2. OTHER INTANGIBLE ASSETS

(Amount in ₹)

Particulars	As at 31 st March, 2021	
	Computer Software	Total
Cost of Assets		
As at 1st April, 2020	29,69,458	29,69,458
Addition	-	-
Disposal / Adjustments	-	-
As at 31st March, 2021	29,69,458	29,69,458
Amortisation		
As at 1st April, 2020	23,40,520	23,40,520
Charge for the period	3,63,739	3,63,739
Disposal / Adjustments	-	-
As at 31st March, 2021	27,04,259	27,04,259
Net Block		
As at 31st March, 2020	6,28,938	6,28,938
As at 31st March, 2021	2,65,199	2,65,199

During the year under review, company has started commercial production at Rushil Décor Ltd., Plot no. 15B, 15C, L5D/1, and 15L, Atchutapuram, Visakhapatnam, Andhra Pradesh, from the Date of Commercial Operation

3. INVESTMENTS (AT AMORTISED COST):

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
(a) Investment in unquoted equity instruments				
Total 125 number of Equity shares of Indian Laminate Manufactures Association at ₹ 1000/- per share fully paid up		1,25,000		1,25,000
		1,25,000		1,25,000

4. TRADE RECEIVABLES :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Non-current Trade Receivable				
Unsecured, considered good unless otherwise stated		2,37,22,640		2,30,80,878
		2,37,22,640		2,30,80,878

5. LOANS :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Unsecured considered good unless otherwise stated - Loans to Staff		8,25,586		10,38,369
		8,25,586		10,38,369

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

6. OTHER NON-CURRENT ASSETS : Unsecured considered good unless otherwise stated

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
(a) Advance for Capital goods		17,60,30,352		40,65,55,375
(b) Security Deposit		6,60,30,460		6,60,19,773
(c) Advance other than Capital goods		22,10,656		20,60,468
(d) Other Loan and advances (including Balances with Government authorities)		42,25,648		65,72,433
(e) Advance Income Tax , TDS & TCS		35,13,233		39,04,693
(f) Prepaid Expenses		-		6,01,10,303
		25,20,10,349		54,52,23,045

7. INVENTORIES (as taken, valued and certified by Director)

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
(a) Raw Materials*		28,43,95,102		27,10,52,495
(b) Work in progress		5,14,00,047		5,10,01,333
(c) Finished goods (Finished Goods at Port ₹ 1,08,67,321/- P.Y ₹ 3,42,69,008/-)*		34,81,11,004		40,62,73,953
(d) Stores and spares		15,78,74,971		12,63,33,926
(e) Power & Fuel		9,42,275		11,83,845
*Excluding goods damaged by flood ₹ Nil/- (Finished Goods) P.Y. Excluding goods damaged by flood ₹ 79,69,114/- (Finished Goods)				
*Including stock of Purchase for Trading goods ₹ 21,80,350/- P.Y ₹ 24,86,227/- (Raw material) and ₹ 29,42,733/- P.Y ₹ 34,30,272/- (Finished Goods)				
Total		84,27,23,399		85,58,45,552

8. TRADE RECEIVABLES :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Unsecured, considered good unless otherwise stated		57,53,65,080		61,15,94,075
TOTAL		57,53,65,080		61,15,94,075

9. CASH AND CASH EQUIVALENTS

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
(a) Balances with Scheduled Banks				
In current Account		1,04,20,389		20,32,840
In EEFC Account in USD		-		-
In Dividend Account		1,72,034		1,80,346
(b) Cash on hand		49,97,821		43,37,050
TOTAL		1,55,90,244		65,50,236

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

10. OTHER BANK BALANCES

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
(a) Fixed Deposit with Banks*				
* The Company has pledged above margin money deposit with bank as margin money against credit facilities towards bank guarantee and letter of credit.		10,07,42,770		5,16,53,857
TOTAL		10,07,42,770		5,16,53,857

11. CURRENT TAX ASSETS

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Income Tax Refund Receivable		11,99,229		79,13,781
TOTAL		11,99,229		79,13,781

12. OTHER CURRENT ASSETS (UNSECURED CONSIDERED GOOD :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Balance with government authorities		22,66,16,289		22,40,48,488
Licence on hand & Licence Receivables		10,17,30,942		8,17,59,610
Advance to Suppliers		3,87,81,925		5,46,59,257
Prepaid Expenses		93,28,755		2,83,60,339
Other Advances		1,30,24,773		8,56,240
Insurance claim receivable		-		79,69,114
TOTAL		38,94,82,684		39,76,53,048

13. SHARE CAPITAL :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Authorised :				
30000000 (p.y 20000000) Equity Shares of ₹ 10/- each		30,00,00,000		20,00,00,000
		30,00,00,000		20,00,00,000
Issued & Subscribed and Paid up :				
1,49,31,332 (P.Y 1,49,31,332)Equity Shares of ₹ 10/- each fully paid up		14,93,13,320		14,93,13,320
49,77,111 (P.Y Nil) Equity Shares of ₹ 10/- each Partly paid up		4,80,30,595		-
TOTAL		19,73,43,915		14,93,13,320

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

1) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year	In numbers	As at 31 st March, 2021	In numbers	As at 31 st March, 2020
At the beginning of period	1,49,31,332	14,93,13,320	1,49,31,332	14,93,13,320
Issued during the year	49,77,111	4,80,30,595	-	-
Outstanding at the end of year	1,99,08,443	19,73,43,915	1,49,31,332	14,93,13,320

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.

2) Details of shares held by each shareholder holding more than 5% shares:	As at 31 st March, 2021	As at 31 st March, 2021	As at 31 st March, 2020	As at 31 st March, 2020
	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	28,68,298	14	19,90,900	13
Krupesh Ghanshyambhai Thakkar and Ghanshyambhai Ambalal Thakkar Repre. Rushil International (Partnership Firm)	26,59,207	13	18,45,770	12
Krupesh Ghanshyambhai Thakkar	30,61,939	15	19,85,925	13
Krupesh G. Thakkar Karta of Krupesh Ghanshyambhai Thakkar (HUF)	20,02,134	10	13,89,693	9
Elara India Opportunities Fund Limited	-	-	7,77,700	5

14. OTHER EQUITY :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
a) Capital Redemption Reserve (For Redemption of Preference Share Capital)		50,000		50,000
b) Others				
1) Securities Premium				
Opening Balance	79,82,47,876		79,82,47,876	
Add : Addition during the year	19,17,68,370		-	
	99,00,16,246	99,00,16,246	79,82,47,876	79,82,47,876
2) Amalgamation Reserve		33,00,000		33,00,000
3) General Reserve				
Opening Balance	60,00,000		60,00,000	
Add : Addition during the year	-	60,00,000	-	60,00,000
4) Revaluation Reserve (Fair value of land net of Deferred Tax Liability) (Refer Note No.47)				
Opening Balance	18,51,99,141		18,51,99,141	
Add : Addition during the year	2,48,64,887		-	
Less : Deduction during the year	3,33,49,147	17,67,14,881	-	18,51,99,141

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
5) Retained Earnings				
Balance Brought Forward From Previous Year	1,14,41,38,401		92,26,41,498	
Add: Profit/(Loss) for the year	13,71,83,018		23,04,97,159	
	1,28,13,21,419		1,15,31,38,657	
Less :Final Dividend on equity share (amount per share ₹ 0.50 (31 st March, 2020 and 31 st March, 2021)	86,52,994		74,65,666	
Less : Tax on Equity Dividend	-		15,34,590	
		1,27,26,68,425	-	1,14,41,38,401
6) Remeasure-ment of the defined benefit Plan				
Opening Balance	(22,45,557)		(55,34,894)	
Add: Addition during the year (net of Income Tax)	-		32,89,337	
Less: Deduction during the year (net of Income Tax)	(23,76,348)		-	
Closing Balance		(46,21,905)		(22,45,557)
		2,44,41,27,647		2,13,46,89,861

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.
- 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.

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

15. BORROWINGS :

(Amount in ₹)

Particulars	As at	As at	As at	As at
	31 st March, 2021	31 st March, 2021	31 st March, 2020	31 st March, 2020
	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) Corporate loan A/c no 01500600020796	1,50,00,000	-	2,25,00,000	1,49,48,974
(b) Term loan A/c no 01500600020907	62,50,000	24,539	31,25,000	78,70,380
(c) Term loan A/c no 01500600021047	62,50,000	93,42,957	46,87,500	1,39,95,706
(d) Term loan A/c no 01500600021195	2,33,33,332	7,58,33,335	1,16,66,666	9,91,66,667
(e) Corporate loan A/c no 01500600021248	2,00,00,000	6,99,86,528	1,00,00,000	8,99,79,714
(f) Term loan A/c no 01500600021225	37,50,000	1,21,48,093	28,12,500	1,49,39,623
(g) Term loan A/c no 01500600021317	-	26,74,00,000	-	26,74,00,000
(h) Term loan A/c no 01500600021634	3,27,60,000	1,07,80,000	-	-
(i) Term loan A/c no 01500600022738	8,00,00,000	-	-	-
(j) Term loan External Commercial Borrowing (USD 15000000) [LRN 201809163]	-	1,09,67,25,000	-	1,13,34,75,000
II. ECA Loan from foreign bank (refer note 2 below)				
(a) Bayerische Landesbank and LBBW ECA [LRN.201809103]	7,64,69,627	94,30,99,059	-	98,23,91,665
III. Yes Bank (refer note 3 below)				
(a) Business loan A/c no 021588900000352	1,05,06,744	6,96,35,407	58,33,338	7,49,65,379
(b) Business loan A/c no 021588900000480	4,19,220	26,69,352	2,33,128	28,87,682
(b) Unsecured Loans from related parties				
From Directors, Promoters and their related parties	17,47,345	30,91,42,254	6,85,000	60,38,94,313
(c) From Others				
Vehicle Loans (refer note 4 below)	73,86,196	1,27,03,584	47,64,706	1,20,29,960
Loan from LIC (refer note 5 below)	-	22,72,500	-	22,72,500
Loan from Financial Institution and Bank (refer note 6 below)	80,43,667	58,55,687	1,08,24,160	1,39,60,642
Loan from Karnataka VAT-I (refer note 7 below)	-	22,23,390	-	20,92,782
Loan from Karnataka VAT-II (refer note 7 below)	-	96,57,706	-	91,11,475
Loan from Karnataka VAT-III (refer note 7 below)	-	49,27,310	-	44,77,300
Loan from Karnataka VAT-IV (refer note 7 below)	-	44,85,109	-	36,88,610
Loan from Karnataka VAT-V (refer note 7 below)	-	68,90,663	-	65,28,677
Loan from Karnataka VAT-VI (refer note 7 below)	-	58,85,054	-	-
Inter corporate loans	-	-	36,00,000	35,30,422
(d) Deferred Revenue (KVAT LOAN) (refer note 7 below)	-	3,04,23,118	-	2,48,58,926
Total	29,19,16,131	2,95,21,10,645	8,07,31,998	3,38,84,66,397

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 krinkel apartment, paldi, ahmedabad belonging to the company
 - residential bunglow situated 4, pushpa dhanwa owners association, vastrapur, ahmedabad belonging to Shri Ghanshyambhai Thakkar
 - plot situated at lati bazar, ahmedabad in the name of Shri Ghanshyambhai 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 crores
- secured by way of personal guarantee of Shri Ghanshyambhai Thakkar and Shri Krupeshbhai Thakkar.

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

Term of Repayment

Particulars	Repayment Schedule		
Corporate loan A/C NO. 01500600020796	Corporate loan is to be repaid in 24 quarterly installments after completion of moratorium period of 18 months from the date of first disbursement as under. The interest is to be served on monthly basis.		
	Year	No. of installments (₹ in lacs)	Total (₹ in lacs)
	2015-16	37.50x2	75
	2016-17	50.00x4	200
	2017-18	62.50x4	250
	2018-19	75.00x4	300
	2019-20	75.00x4	300
	2020-21	75.00x3	225
	2021-22	75.00x2	150

* Repayment amount is actual repayment to be made while in books, outstanding basis after doing amortisation

Corporate loan A/C NO. 01500600020907	Corporate loan 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.		
	Year	No. of installments (₹ in lacs)	Total (₹ in lacs)
	2015-16	15.625x1	15.63
	2016-17	15.625x4	62.50
	2017-18	15.625x4	62.50
	2018-19	15.625x4	62.50
	2019-20	15.625x4	62.50
	2020-21	15.625x2	46.88
	2021-22	15.625x4	62.50

* Repayment amount is actual repayment to be made while in books, outstanding basis after doing amortisation

Term of Repayment

Corporate loan A/C NO. 01500600021047	Corporate loan 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.		
	Year	No. of installments (₹ in lacs)	Total (₹ in lacs)
	2017-18	15.625x4	62.50
	2018-19	15.625x4	62.50
	2019-20	15.625x4	62.50
	2020-21	15.625x2	31.25
	2021-22	15.625x4	62.50
	2022-23	15.625x4	62.50
	2023-24	15.625x2	31.25

* Repayment amount is actual repayment to be made while in books, outstanding basis after doing amortisation

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

Particulars	Repayment Schedule		
Term loan A/C NO. 01500600021195	Term loan is to be repaid in 24 quarterly installments commencing after a moratorium period of 9 months from the date of commencement of commercial production in Equal amount as under.The interest is to be served on monthly basis.		
	Year	No. of installments (₹ in lacs)	Total (₹ in lacs)
	2018-19	58.333x1	58.33
	2019-20	58.333x4	233.33
	2020-21	58.333x2	116.67
	2021-22	58.333x4	233.33
	2022-23	58.333x4	233.33
	2023-24	58.333x4	233.33
	2024-25	58.333x4	233.33
	2025-26	58.333x1	58.33
Corporate loan A/C NO. 01500600021248	Corporate loan is to be repaid in 24 quarterly installments after completion of moratorium period of 12 months from the date disbursement as under.The interest is to be served on monthly basis.		
	Year	No. of installments (₹ in lacs)	Total (₹ in lacs)
	2019-20	50.00x4	200.00
	2020-21	50.00x2	100.00
	2021-22	50.00x4	200.00
	2022-23	50.00x4	200.00
	2023-24	50.00x4	200.00
	2024-25	50.00x4	200.00
	2025-26	50.00x2	100.00
	* Repayment amount is actual repayment to be made while in books, outstanding basis after doing amortisation		
Term loan A/C NO. 01500600021225	Term loan is to be repaid in 24 quarterly installments commencing after a moratorium period of 12 months from the date of first disbursement in Equal amount as under.The interest is to be served on monthly basis.		
	Year	No. of installments (₹ in lacs)	Total (₹ in lacs)
	2018-19	9.375x2	18.75
	2019-20	9.375x3	28.13
	2020-21	9.375x2	18.75
	2021-22	9.375x4	37.50
	2022-23	9.375x4	37.50
	2023-24	9.375x4	37.50
	2024-25	9.375x4	37.50
	2025-26	9.375x1	9.38
* Repayment amount is actual repayment to be made while in books, outstanding basis after doing amortisation			

Notes to the Standalone Financial Statements (Contd.)**RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)**

Particulars	Repayment Schedule												
Term loan A/C NO. 01500600021317 (Rupee Term Loan for Andhra Pradesh Project)	24 quarterly installments of ₹ 1.114 Crore +Interest commencing after 12 months from COD. Interest to be serviced as and when applied. The revised approved COD is April 2021 therefore the repayment will commence from April 2022.												
Term loan A/c no 01500600021634	Term loan is to be repaid in 17 monthly installments of ₹ 27.30 lacs and 1 installment of ₹ 25.90 lacs after completion of moratorium period of 6 months from the date of first disbursement. The interest is to be served on monthly basis.												
	<table border="1"> <thead> <tr> <th>Year</th> <th>No. of installments (₹ in lacs)</th> <th>Total (₹ in lacs)</th> </tr> </thead> <tbody> <tr> <td>2020-21</td> <td>27.3x2</td> <td>54.60</td> </tr> <tr> <td>2021-22</td> <td>27.3x12</td> <td>327.60</td> </tr> <tr> <td>2022-23</td> <td>(27.3x3)+(25.9*1)</td> <td>107.80</td> </tr> </tbody> </table>	Year	No. of installments (₹ in lacs)	Total (₹ in lacs)	2020-21	27.3x2	54.60	2021-22	27.3x12	327.60	2022-23	(27.3x3)+(25.9*1)	107.80
Year	No. of installments (₹ in lacs)	Total (₹ in lacs)											
2020-21	27.3x2	54.60											
2021-22	27.3x12	327.60											
2022-23	(27.3x3)+(25.9*1)	107.80											
Term loan A/c no 01500600022738	Term loan is to be repaid in 7 monthly installments of ₹ 1.1429 crores after completion of moratorium period of 2 months from the date of first disbursement. The interest is to be served on monthly basis.												
ECB TERM LOAN (USD 15000000) (From BOB London for Andhra Pradesh Project)	24 quarterly installments (24 installments of USD 625000 plus interest) commencing after 4 quarters form COD. The revised approved COD is April 2021 therefore the repayment will commence from June 2022.												

Note:2**Loan from Foreign Bank**

Bayerische Landesbank and LBBW ECA [LRN.201809103], Germany	15 half yearly installments (14 installments of EURO 888716.66 and 1 installment of EURO 888716.76) 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 Siempelelkamp Maschinen and Anlagenbau GmbH at plant situated of Rushil Décor Limited - Atchutapuram, Vishakhapatman, 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 Bungalows, 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 gurantee of Shri Krupesh Thakkar

Term of Repayment

Particulars	Repayment Schedule
Business loan A/c no 021588900000352	Payable in 120 monthly installments of ₹ 8,75,562/- commencing from November-2018
Business loan A/c no 021588900000480	Payable in 120 monthly installments of ₹ 34,935/- commencing from November-2018

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

Note :4 Secured by hypothecation on vehicle purchased under hire purchase agreements.Repayment schedule is as under.

Name of Bank	Monthly installments including interest (In ₹)	Period	Commencing Date
AXIS BANK LTD LOAN NO. CER000305013436	1,21,901	1.3.2020 TO 1.2.2023	1.3.2020
AXIS BANK LTD LOAN NO. CER000305013861	1,21,901	1.3.2020 TO 1.2.2023	1.3.2020
AXIS BANK LTD LOAN NO. AUR000304000399	25,013	1.5.2019 TO 1.5.2022	1.5.2019
BANK OF BARODA LOAN A/C 01500600021627	7,633	8.7.2020 TO 8.7.2027	8.7.2020
BANK OF BARODA LOAN A/C 01500600021639	40,597	31.7.2020 TO 30.7.2024	31.7.2020
BANK OF BARODA LOAN A/C 01500600022673	23,661	16.1.2021 TO 16.1.2025	16.1.2021
BANK OF BARODA LOAN A/C 01500600022658	21,411	28.12.2020 TO 28.12.2024	28.12.2020
BANK OF BARODA LOAN A/C 01500600021745	35,145	4.11.2020 TO 1.11.2025	4.11.2020
BANK OF BARODA LOAN A/C 01500600021746	65,187	4.11.2020 TO 1.11.2025	4.11.2020
ICICI BANK LTD A/C NO LAABD00037234986	31,141	5.5.2018 TO 5.04.2021	5.5.2018
ICICI BANK LTD A/C NO LAABD00037235586	13,823	5.5.2018 TO 5.04.2021	5.5.2018
YES BANK LOAN A/C NO CE000700459832	31,265	8.2.2019 TO 8.12.2022	8.2.2019
YES BANK LOAN A/C NO - CEL000700459833	22,235	8.2.2019 TO 8.12.2022	8.2.2019
YES BANK LOAN A/C NO -CEL000700619516	38,050	15.1.2020 TO 15.11.2023	15.1.2020
YES BANK LOAN A/C NO -CEL000700619601	22,300	15.1.2020 TO 15.11.2023	15.1.2020
YES BANK LOAN A/C NO -CEL000700619680	22,300	15.1.2020 TO 15.11.2023	15.1.2020
KOTAK MAHINDRA BANK LTD (LOAN AGREE NO CE-14833009)	1,34,925	1.10.2017 TO 1.9.2022	1.10.2017

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	Loan Amount	Current maturities	Monthly installments including interest (In ₹)	Period	Commencing Date
ICICI BANK LTD. LOAN A/C NO. UPABD00041569635	47,70,000	15,80,151	1,69,338	5.4.2020 TO 5.9.2022	5.4.2020
IDFC FIRST BANK. LOAN A/C NO 31147307	51,00,000	16,86,647	1,78,045	2.4.2020 TO 2.3.2023	2.4.2020
IIFL LTD. LOAN A/C NO SL2559852	49,67,865	26,76,352	2,46,809	3.5.2020 TO 3.4.2022	3.5.2020
MAGMA FINCORP LIMITED LOAN A/C NO PS/0104/P/18/000015	49,95,479	16,96,812	1,77,022	3.4.2020 TO 3.3.2023	3.4.2020
TATA CAPITAL LTD. LOAN A/C NO TCFBL0272000010825679	49,51,458	4,03,705	4,54,838	5.4.2020 TO 5.4.2021	5.4.2020
	2,47,84,802	80,43,667			

Notes to the Standalone Financial Statements (Contd.)**RUSHIL DÉCOR 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 -I	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
1 st April 2022	9,80,992	47,92,065	-	-	-
1 st April 2023	9,80,991	47,92,065	-	-	-
1 st April 2024	-	47,92,065	29,64,394	-	-
1 st April 2025	-	-	29,64,394	27,40,156	-
1 st April 2026	-	-	29,64,394	27,40,156	54,41,650
1 st April 2027	-	-	-	27,40,156	54,41,650
1 st April 2028	-	-	-	-	54,41,650
Total *	19,61,983	1,43,76,195	88,93,182	82,20,468	1,63,24,950

Due Date	Particulars of repayment of principal amount for VAT-VI
1 st April 2027	49,05,191
1 st April 2028	49,05,191
1 st April 2029	49,05,190
Total *	1,47,15,572

* Repayment amount is actual repayment to be made while in books, outstanding basis after doing amortisation

16.a TRADE PAYABLES

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
- dues to micro and small enterprises		-		-
- dues to other than micro and small enterprises (including trade payable for capital goods ₹ 1,01,11,108/- preveious year ₹ 64,59,711/-)		1,45,81,519		1,06,44,336
		1,45,81,519		1,06,44,336

16.b OTHER FINANCIAL LIABILITIES :

(Amount in ₹)

Particulars	Current maturities	Non-Current Portion	Current maturities	Non-Current Portion
(a) Trade Deposit from Customers	60,99,144	8,13,44,624	12,26,000	7,60,22,584
	60,99,144	8,13,44,624	12,26,000	7,60,22,584

17 LONG TERM PROVISIONS :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
(a) Provision for Employee Benefit - Gratuity		2,38,33,556		2,13,19,445
		2,38,33,556		2,13,19,445

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

18 DEFERRED TAX LIABILITIES (NET)

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Deferred tax liabilities (Net)		28,29,74,180		23,48,95,026
		28,29,74,180		23,48,95,026

19 OTHER NON-CURRENT LIABILITIES :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
(a) Deferred Revenue (Subsidy)				
At the beginning of the year	1,12,73,368		1,19,08,776	
Add: Added during the year	-		-	
Less: Released to the statement of profit and loss at the end of the year	(6,35,408)		(6,35,408)	
	1,06,37,960		1,12,73,368	
Less : Current (Amount Disclosed under the head Other Current Liabilities refer Note 23)	(6,35,408)		(6,35,408)	
Non-current		1,00,02,552		1,06,37,960
(b) Deferred Revenue (Govt Grant-EPCG)				
At the beginning of the year	6,87,50,000		6,87,50,000	
Add: Added during the year	13,32,808		-	
Less: Released to the statement of profit and loss at the end of the year	-	7,00,82,808	-	6,87,50,000
		8,00,85,360		7,93,87,960

20 BORROWINGS :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Current Borrowings				
(a) Loans repayable on demand				
Working Capital From Banks				
Bank of Baroda - Cash Credit Loans (including Working capital demand loan of ₹ 18 crore P.Y ₹ 20 crore (refer note no.1)		29,77,07,048		34,52,69,065
Bank of Baroda - Packing Credit (refer note no.1)		18,77,83,876		18,33,62,114
Bank of Baroda - Foreign Bills Purchase (refer note no.1)		5,10,53,918		5,45,28,210
		53,65,44,842		58,31,59,389

Note:1

Working Capital facility 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 bungalow situated 4, pushpa dhanwa owners association, vastrapur, ahmedabad belonging to Shri Ghanshyambhai Thakkar
 - plot situated at lati bazar, ahmedabad in the name of Shri Ghanshyambhai Thakkar
- 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.
- Pledge of fixed deposit of ₹ 0.93 crores
- secured by way of personal guarantee of Shri Ghanshyambhai Thakkar and Shri Krupeshbhai Thakkar.

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

21 TRADE PAYABLES :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Total outstanding dues of micro and small enterprises (including trade payable for capital goods ₹ Nil/- preveious year ₹ 3,59,040) (refer note no.21a)		1,68,31,763		5,34,38,067
Total outstanding dues other than micro and small enterprises (including trade payable for capital goods ₹ 22,71,60,306/- preveious year ₹ 24,12,77,386/-)		1,00,87,75,383		90,44,14,821
		1,02,56,07,146		95,78,52,888

21.a TRADE PAYABLES : Total outstanding dues of Micro & Small Enterprises*

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
a) The Principal amount and Interest due there on remaining unpaid as at year end: Principal		1,68,31,763		5,34,38,067
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		3,81,336		-
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.

22 OTHER FINANCIAL LIABILITIES :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
(a) Current maturities of long-term debt;		29,62,67,930		8,12,72,998
(b) From Directors, Promoters and their related parties		17,47,345		6,85,000
(c) Interest accrued but not due on borrowings;		1,12,62,778		1,87,22,170
(d) Share Application Money (Refundable) (Refer Note No. 48)		250		250
(e) Unclaimed Equity Dividend		1,72,034		1,80,346
		30,94,50,337		10,08,60,764

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

23 OTHER CURRENT LIABILITIES :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Advance from customers		1,98,56,411		2,67,23,991
Duties and taxes		79,26,128		47,81,184
Deferred Revenue (Subsidy)		6,35,408		6,35,408
		2,84,17,947		3,21,40,583

24 PROVISIONS

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Provision for employee benefits		97,45,098		93,99,512
Provision for Gratuity		63,38,123		57,07,576
Provision for expenses		9,17,74,994		3,64,34,085
		10,78,58,215		5,15,41,173

25 CURRENT TAX LIABILITIES (NET):

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Provision of Income tax (Net of Advance Tax & TDS) For 2019 - 2020	-		3,77,40,999	
		-		3,77,40,999
		-		3,77,40,999

26 I. REVENUE FROM OPERATIONS

(Amount in ₹)

	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
A. Sale of Products				
Direct Export Turnover		1,046,687,326		1,032,514,361
Domestic Turnover		2,224,371,528		2,239,166,040
Gross Turnover		3,271,058,854		3,271,680,401
B. Other Revenue from operations		83,379,630		84,300,011
Total Revenue from operations		3,354,438,484		3,355,980,412
Other operating revenue as under	Amount	As at 31st March, 2021	Amount	As at 31st March, 2020
- Licence due income		83,379,630		84,300,011
Total		83,379,630		84,300,011

Notes to the Standalone Financial Statements (Contd.)**RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)****27 OTHER INCOME :**

(Amount in ₹)

	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Foreign Exchange Gain		3,41,74,890		1,26,41,909
Interest Income (TDS ₹ 6,62,742/-and P.Y. ₹ 11,59,001/)		79,15,655		81,64,208
Keyman policy maturity amount		-		52,51,200
Claim for loss of stock		-		79,69,114
Profit on Sale of Fixed Assets		-		5,52,879
Sundry Balances Written off		-		1,43,596
"Deferred Revenue Amortised (IND AS-20) (Refer note No. 19)"		6,35,408		6,35,408
		4,32,27,243		3,53,58,314

28 COST OF MATERIALS CONSUMED:

(Amount in ₹)

	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Raw Material Consumed:				
Opening Stock of Raw Material	27,10,52,495		31,61,37,800	
Less :Transfer to purchase of stock in trade	3,05,903		51,91,417	
Net Opening Stock of Raw Material	27,07,46,592		31,09,46,383	
Add : Purchases (Net of Goods and Service Tax, Discount Rate Diff. & Material for Resale ₹ 1,59,56,544/- previous year ₹ 83,44,635/-)	1,67,86,05,192		1,61,10,57,747	
Add : Freight, Octroi, and Clearing & Forwarding	2,82,25,002		3,75,97,998	
Add : C.V.D., Other Duty & Licence Use	4,90,61,494		4,23,93,964	
	2,02,66,38,280		2,00,19,96,092	
Less : Closing Stock of Raw Material*	28,43,95,102		27,10,52,495	
*Excluding goods destroyed by fire of C.Y. Nil and P.Y. Nil)				
*Including stock of Purchase for Trading goods ₹ 21,80,350/-P.Y. ₹ 24,86,227/-				
		1,74,22,43,178		1,73,09,43,597

29 PURCHASE OF STOCK-IN-TRADE

(Amount in ₹)

	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Melamine		1,15,45,948		15,55,000
Methanol		-		26,40,154
Phenol		42,84,225		-
Kraft Paper		1,26,371		-
PVC sheets		11,69,947		41,49,481
PVC Foil and PVC Film		3,05,903		51,91,417
Total		1,74,32,394		1,35,36,052

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

30 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Opening Stock				
Finished Goods	40,62,73,953		38,82,54,177	
Less :Transfer to purchase of stock in trade	11,69,947		-	
	40,51,04,006		38,82,54,177	
Stock-in-Progress	5,10,01,333		7,15,80,366	
	45,61,05,339		45,98,34,543	
Less : Closing Stock *				
Finished Goods	34,81,11,004		40,62,73,953	
Stock-in-Progress	5,14,00,047		5,10,01,333	
* Excluding goods damaged by flood ₹ Nil/- (Finished Goods) P.Y. Excluding goods damaged by flood ₹ 79,69,114/- (Finished Goods)				
* Including stock of Trading goods ₹ 29,42,733/- (Finished Goods) P.Y. Including stock of Trading goods ₹ 34,30,272/- (Finished Goods)				
	39,95,11,051		45,72,75,286	
Increase/(Decrease) in Stock of Finished Goods & Stock-in-Progress		5,65,94,288		25,59,257

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Details of Finished Goods				
- Decorative laminate sheet		21,42,82,935		26,31,02,329
- Particle Board		-		-
- Medium Density Fiber Board		8,72,09,879		11,01,92,071
- Polyvinayl Chloride Board		4,66,18,190		3,29,79,553
Total		34,81,11,004		40,62,73,953

31 EMPLOYEE BENEFITS EXPENSES

(Amount in ₹)

	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Salary & Bonus		26,01,69,098		28,49,35,392
Contribution to Provident Fund etc.		80,56,275		82,20,064
		26,82,25,373		29,31,55,456

32 FINANCE COSTS

(Amount in ₹)

	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Interest on Cash Credit		3,59,12,913		4,31,76,255
Interest on Term Loan		3,86,41,965		3,68,55,948
Interest to Unsecured loan		1,04,32,664		59,55,870
Interest to Financial Institution		2,48,81,944		1,32,12,142
Other Financial Charges		1,43,20,525		2,12,42,908
Exchange difference regarded as an adjustment to borrowing cost	12,93,05,375		12,74,52,681	
Less: Finance cost capitalised	12,93,05,375	-	12,74,52,681	-
		12,41,90,011		12,04,43,123

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

33 OTHER EXPENSES

(Amount in ₹)

	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
Stores & Spares Consumed :				
Opening Stock	12,63,33,926		10,24,71,708	
Add : Purchases	10,30,62,787		8,96,48,948	
	22,93,96,713		19,21,20,656	
Less: Closing Stock	15,78,74,971	7,15,21,742	12,63,33,926	6,57,86,730
Commission on Imports		34,93,300		13,93,210
Central Excise Duty Expenses		-		86,522
Jobwork Charges		7,35,23,802		5,94,26,384
Power & Fuel Consumed :				
Opening Stock	11,83,845		11,91,184	
Add : Purchases	25,60,75,843		28,05,24,657	
	25,72,59,688		28,17,15,841	
Less: Closing Stock	9,42,275	25,63,17,413	11,83,845	28,05,31,996
Repairs & Maintenance :				
Machinery	39,79,187		60,23,300	
Building	21,14,446		10,37,720	
Others	1,23,100	62,16,733	2,94,597	73,55,617
Wages		10,63,03,649		10,56,95,155
Transport Charges		44,73,816		35,09,178
Factory Expenses		1,53,01,712		1,50,66,146
Advertisement Expenses		27,04,598		2,40,05,914
Audit Fees*		5,00,000		5,00,000
Sales Commision		4,39,71,822		4,24,17,895
Computer Maintenance Expenses		37,29,398		21,42,403
Corporate Social Responsibility contribution		68,00,766		63,08,735
Donation		51,000		1,56,500
General/ Miscellaneous Expenses		67,86,284		87,41,423
Insurance Expenses		1,25,34,397		77,64,366
Legal & Professional Charges		1,59,64,864		1,77,03,812
Goods destroyed by fire		-		20,82,264
Postage and Telephone Expenses		42,19,073		51,47,696
Printing and Stationary Expenses		21,61,794		15,71,365
Rent,Rate and Taxes		1,48,97,755		1,29,50,823
Selling Expenses		24,43,52,032		23,70,53,649
Sundry Balances Written off		67,398		-
Travelling, Conveyance and Vehicle Expenses		2,41,90,873		3,92,47,402
		92,02,26,471		94,66,45,185
	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
*Audit Fees				
As auditors - Statutory audit		3,50,000		3,50,000
Tax audit		1,50,000		1,50,000
Taxation Matters		-		-
Company Law Matters		-		-
Certification fees & other services		-		-
Reimbursement of expenses		-		-
		5,00,000		5,00,000

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

34 TAX EXPENSE :

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
(1) Current Tax (Including Short/Excess provision of earlier years)		95,297		4,02,29,659
(2) Deferred Tax		4,93,69,235		(7,35,64,408)
		4,94,64,532		(3,33,34,749)

(Amount in ₹)

Particulars	Amount	As at 31 st March, 2021	Amount	As at 31 st March, 2020
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	18,66,47,550		19,71,62,410	
Current Tax expenses on Profit before tax expenses at the enacted income tax rate in India	4,69,75,455		4,96,21,836	
Non deductible expenses for Tax Purpose	2,77,60,235		3,06,52,151	
Deductible Expenses for Tax purposes	(7,47,35,690)		(2,63,73,987)	
MAT Credit Entitlement	-		-	
Excess Provision of earlier years written back	95,297		(1,36,70,341)	
A : Current tax as reported in the Statement of Profit and Loss		95,297		4,02,29,659
Reconciliation of Deferred Tax Liability				
Timing Difference of Depreciation (Deferred tax liability)	6,85,93,295		6,98,63,095	
Gratuity Payment (Deferred Tax Liability)	7,781		15,98,389	
Capital gain on land revaluation-Deferred Tax Liability)	(2,18,362)		21,02,924	
On Unabsorbed Depreciation	(1,90,13,479)			
B : Deferred tax as reported in the Statement of Profit and Loss		4,93,69,235		7,35,64,407
C : Total Tax expense as reported in the Statement of Profit and Loss C=A+B		4,94,64,532		(3,33,34,749)

35 EARNINGS PER SHARE :

(Amount in ₹)

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020
Basic/Diluted Earnings per Share		
Number of Equity Shares at the beginning of the year	1,49,31,332	1,49,31,332
Number of Equity Shares allotted during the year	49,77,111	-
Total Number of Equity Shares at the end of the year	1,99,08,443	1,49,31,332
Weighted average number of equity shares (Refer Note below)	1,69,20,948	1,69,02,317
Profit for the year (after tax, available for equity shareholders) In ₹	13,71,83,018	23,04,97,159
Basic and Diluted Earnings Per Share ₹	8.11	13.64

Note: Basic and diluted earnings per share for the year ended 31st March, 2020, have been adjusted retrospectively for the bonus element in respect of rights issue made during the year ended 31st March, 2021.

Notes to the Standalone Financial Statements (Contd.)

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

36. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES:

a. Contingent liabilities :

(1) Claims against the Company not acknowledged as debts:

Particulars

- | |
|---|
| 1. Disputed Excise Demand Matter Under Appeal ₹ 72,12,185/- P.Y. ₹ 85,32,395/-) |
| 2. Disputed Custom Duty Matter Under Appeal ₹ 27,55,536/- (P.Y. ₹ 27,55,536/-) |
| 3. Disputed Sales Tax/VAT matter Under Appeal ₹ 15,81,489/- (P.Y. ₹ Nil) |

Note:

- 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.
- 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 ₹ 88,69,653/-(P.Y. ₹ Nil/-)

(3) Outstanding Bank Guarantee ₹ 9,53,13,283/- (P.Y. ₹ 6,88,01,509/-)

(b) Commitments:

(1) Capital Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for net of advances, ₹ 7,24,85,459/- (previous year ₹ 19,53,41,794/-).

(2) EPCG Commitments

Future export obligations/commitments under import of Capital Goods at Concessional rate of customs duty. As at 31st March, 2021 ₹ 203,36,62,500/- (Previous Year ₹ 203,36,62,500/-).

37. FINANCIAL AND DERIVATIVE INSTRUMENTS

- Capital Management

The Company's objective when managing capital is to:

- Safeguard its ability to continue as a going concern so that the Company is able to provide maximum return to stakeholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce the cost of capital.

The Company's Board of director's reviews the capital structure on regular basis. As part of this review the board considers the cost of capital risk associated with each class of capital requirements and maintenance of adequate liquidity.

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 DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

(i) Categories of Financial Instruments

(Amount in ₹)

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
Financial Assets		
Measured at Amortised Cost		
(i) Trade and Other Receivables	59,90,87,719	63,46,74,952
(ii) Cash and Cash Equivalents	1,55,90,244	65,50,236
(iii) Loans	8,25,586	10,38,369
(iv) Other Financial Assets	1,25,000	1,25,000
Financial Liabilities		
Measured at Amortised Cost		
(i) Borrowings	3,48,86,55,488	3,97,16,25,786
(ii) Trade Payables	1,04,01,88,665	9,68,497,223
(iii) Other Financial Liabilities	39,07,94,961	17,68,83,349

(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 approximate their 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, 2021	As at 31 st March, 2020
Outstanding Forward Contract	268.37	1707.98

(b) The year-end foreign currency exposure that have not been hedged by any derivative instruments or otherwise are as under.

Particular	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)
31st March, 2021	1.3193206 USD	964.62	17.07772 USD 14.089911 EURO	24610.04
31 st March, 2020	1.1044546 USD	834.58	16.40283 USD 13.798134 EURO	23834.48

Notes to the Standalone Financial Statements (Contd.)

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

Sensitivity to Risk

A change of 5% in foreign currency would have following Impact on profit before tax

(₹ in lacs)

Particulars	As at 31 st March, 2021		As at 31 st March, 2020	
	5% Increase	5% Decrease	5% Increase	5% Decrease
USD	(624.32)	624.32	(619.74)	619.74
EURO	(606.18)	606.18	(571.98)	571.98

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: \

(₹ in lacs)

Particulars	Due in 1 Year	1 Year - 3 Years	More than 3 Years	Total
As at 31st March, 2021				
Borrowings	53,65,44,843	91,95,54,419	2,03,25,56,226	3,48,86,55,488
Trade Payables	1,02,56,07,146	1,45,81,519	--	1,04,01,88,665
Other Financial Liabilities	30,94,50,337	8,13,44,624	--	39,07,94,961
Total	1,87,16,02,326	1,01,54,80,562	2,03,25,56,226	4,91,96,39,114
As at 31st March, 2020				
Borrowings	58,31,59,389	2,15,43,29,896	1,23,41,36,501	3,97,16,25,786
Trade Payables	95,78,52,888	1,06,44,336	--	96,84,97,224
Other Financial Liabilities	10,08,60,764	7,60,22,584	--	17,68,83,348
Total	1,64,18,73,041	2,24,09,96,816	1,23,41,36,501	5,11,70,06,358

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.

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

(₹ in lacs)

Particulars	Upto 1 Year	1 Year - 3 Years	More Than 3 Years	Total
As at 31st March, 2021				
Loans to Employees	--	8,25,586	--	8,25,586
Trade Receivables	57,53,65,080	2,37,22,640	--	59,90,87,719
Other Financial Assets	--	--	1,25,000	1,25,000
Total	57,53,65,080	2,45,48,226	1,25,000	60,00,38,305
As at 31st March, 2020				
Loans to Employees	--	10,38,369	--	10,38,369
Trade Receivables	61,15,94,075	2,30,80,878	--	63,46,74,952
Other Financial Assets	--	--	1,25,000	1,25,000
Total	61,15,94,075	2,41,19,247	1,25,000	63,58,38,321

- 38.** The Previous year's figures have been regrouped, reworked, rearranged and reclassified wherever necessary to make them comparable with current year figures.
- 39.** 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.

40. 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.

41. OPERATING SEGMENT :

- a) **Decorative Laminated Sheets**
- b) **Medium Density Fiber Board**
- c) **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.

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.

Notes to the Standalone Financial Statements (Contd.)

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

Segment wise Revenue, Results and capital employed

Primary business segments – Revenue by nature of products:

(Amount in ₹)		
Details	2020-21	2019-20
Decorative Laminated Sheets	1,62,77,50,844/- (*)	1,53,97,75,022/- (*)
Medium Density Fiber Board	1,54,72,51,054/- (*)	1,65,65,47,292/-
Polyvinyl Chloride Boards	7,52,23,847/- (*)	6,68,89,830/- (*)
Medium Density Fiber Board –AP Unit	1,23,824/-	-
Total	3,25,03,49,569/-	3,26,32,12,144/-

(*) Does not include trading Sales of ₹ 20709285/- (Previous year ₹ 8468257/-)

Revenue by geographical regions

(i) Decorative Laminate Sheets

(Amount in ₹)		
Details	2020-21	2019-20
India	58,62,40,482/-	51,53,21,183/-
Outside India	1,04,15,10,362/-	1,02,44,53,839/-
Total	1,62,77,50,844/-	1,53,97,75,022/-

(*) Does not include Trading sales of ₹ 13303530/- (Previous year ₹ 4219646/-)

(ii) Medium Density Fibre Board

(Amount in ₹)		
Details	2020-21	2019-20
India	1,54,21,84,558/-	1,64,84,86,770/-
Outside India	50,66,496/-	80,60,522/-
Total	1,54,72,51,054/-	1,65,65,47,292/-

(*) Does not include Trading sales of ₹ 5985000/- (Previous year ₹ Nil/-)

(iii) Polyvinyl Chloride Boards

(Amount in ₹)		
Details	2020-21	2019-20
India	7,51,13,380/-	6,68,89,830/-
Outside India	1,10,467/-	-
Total	7,52,23,847/-	6,68,89,830/-

(*) Does not include Trading sales of ₹ 1420755/- (Previous year ₹ 4248611/-)

(iv) Medium Density Fiber Board –AP Unit

(Amount in ₹)		
Details	2020-21	2019-20
India	1,23,824/-	-
Outside India	-	-
Total	1,23,824/-	-

(*) Does not include Trading sales of ₹ Nil/- (Previous year ₹ Nil/-)

Segment wise Revenue (Gross), Results, Assets and Liabilities

(Amount in ₹)			
Sr. No.	Particulars	Year ended on 31 st March, 2021	Year ended on 31 st March, 2020
1	Segment Revenue (Gross)		
a	Laminates & allied products	1,75,60,21,708	1,63,36,72,286
b	Particle Board	-	-
c	Medium Density Fiber Board	1,55,91,17,128	1,67,06,96,280
d	Polyvinyl Chloride Boards	7,66,44,471	7,11,95,628
e	Medium Density Fiber Board –AP Unit	1,23,824	-
f	Unallocated	-	-
	Total	3,39,19,07,131	3,37,55,64,194
	Less: Inter segment revenue	3,74,68,777	1,95,83,782
	Gross sales from Operations	3,35,44,38,354	3,35,59,80,412

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

(Amount in ₹)

Sr. No.	Particulars	Year ended on 31 st March, 2021	Year ended on 31 st March, 2020
2	Segment Results		
	Profit before Interest and Tax:		
a	Laminates & allied products	17,36,46,323	16,11,25,175
b	Particle Board	1,49,78,750	-
c	Medium Density Fiber Board	16,70,20,182	18,30,11,077
d	Polyvinyl Chloride Boards	-1,28,64,891	-1,07,34,706
e	Medium Density Fiber Board –AP Unit	-1,91,45,674	-
f	Unallocated	-	-
	Total	32,36,34,690	33,34,01,546
	Less:		
i	Interest	12,41,90,011	12,04,43,123
ii	Other Unallocable expenditure	1,27,97,129	1,57,96,013
Iii	Tax Expense	4,94,64,532	-3,33,34,749
	Add:		
i	Unallocable income	-	-
	Total Profit After Tax and Other Comprehensive Income	13,71,83,018	23,04,97,159
3a	Segment Assets		
a	Laminates	1,62,16,25,982	1,68,54,46,020
b	Particle Board	2,56,84,158	7,33,97,225
c	Medium Density Fiber Board	1,63,74,06,113	1,94,34,31,450
d	Polyvinyl Chloride Boards	27,36,18,646	25,25,26,270
e	Medium Density Fiber Board –AP Unit	4,52,59,45,034	-
f	Unallocated	-	3,90,32,33,760
	Total Segment Assets	8,08,42,79,933	7,85,80,34,725
3b	Segment Liabilities		
a	Laminates	66,04,71,160	70,69,23,260
b	Particle Board	43,20,774	1,31,09,196
c	Medium Density Fiber Board	56,43,69,667	43,93,46,594
d	Polyvinyl Chloride Boards	2,68,19,845	2,98,11,227
e	Medium Density Fiber Board –AP Unit	40,01,56,163	-
f	Unallocated	-	33,12,57,483
	Total Segment Liabilities	1,65,61,37,609	1,52,04,47,760

42. RELATED PARTY DISCLOSURE AS PER IND AS 24:

(a) Names of related parties, and description of relationship, with whom transaction 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 influence	Rushil International – Partnership Firm Surya Panel Private Limited Vir Studdio Private Limited (OPC) Ratnatej Infrastructure Private Limited Ghanshyam Forwarder Private Limited

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

Sr. No.	Nature of Relationship	Name of Related Parties
2	Key Managerial Person	Mr. Ghanshyam A. Thakkar - Whole Time Director Mr. Krupesh G. Thakkar - Managing Director Mr. Ramnik T. Kansagara – Executive Director Mr. Shankar Prasad Bhagat – Non-Executive Director Mr. Rohit B. Thakkar – Non-Executive Director Mrs. Jingle Piyush Thakkar - Non-Executive Director Miss Archee D. Thakkar - Non-Executive Director Mr. Keyur M. Gajjar - Chief Executive Officer Mr. Vipul S. Vora – Chief Financial Officer Mr. Hasmukh K. Modi – Company Secretary
3	Relative of Key Managerial Person	Ghanshyambhai A. Thakkar HUF Krupeshbhai G. Thakkar HUF Ambalal D. Thakkar HUF Krupaben K. Thakkar Dinuben G. Thakkar Rushil K. Thakkar Masumi K. Thakkar Rushvi R. Thakkar Harsh R. Patel Mrunal K. Gajjar Viresh N. Thakkar

Note:- Related parties have been identified by the management.

Related Party Transactions for the Year Ended on 31st March, 2021

(Amount in ₹)

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	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Financial Year	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
(A) Volume of Transactions								
1) Sales of Goods								
Surya Panel Private Limited	3,11,49,065	3,49,96,230	-	-	-	-	3,11,49,065	3,49,96,230
Rushil International	1,56,50,017	-	-	-	-	-	1,56,50,017	-
Mr. Keyur M. Gajjar	-	-	531	-	-	-	531	-
2) Jobwork Charges Paid								
Surya Panel Private Limited	5,74,96,964	5,56,13,791	-	-	-	-	5,74,96,964	5,56,13,791
3) Goods Purchased								
Rushil International	54,27,764	18,59,197	-	-	-	-	54,27,764	18,59,197
Surya Panel Private Limited	36,48,783	39,08,091	-	-	-	-	36,48,783	39,08,091
4) Director Sitting Fees								
Rohit B Thakkar	-	-	25,000	20,000	-	-	25,000	20,000
Shankar Prasad Bhagat	-	-	15,000	20,000	-	-	15,000	20,000
Jingle Piyush Thakkar	-	-	-	15,000	-	-	-	15,000
Archee D. Thakkar	-	-	30,000	5,000	-	-	30,000	5,000
5) Loan Taken/ Granted								
(A) Loan Taken								
i) Ghanshyambhai Thakkar-HUF								
Loan taken	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	25,909	-	25,909
Balance at 31 st March	-	-	-	-	-	-	-	-
Balance at 1 st April	-	-	-	-	-	25,909	-	25,909

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

(Amount in ₹)

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	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
ii) Ambalal D. Thakkar-HUF								
Loan taken	-	-	-	-	-	6,143	-	6,143
Loan repaid	-	-	-	-	68,017	-	68,017	-
Balance at 31 st March	-	-	-	-	-	68,017	-	68,017
Balance at 1 st April	-	-	-	-	68,017	61,874	68,017	61,874
iii) Krupeshbhai G. Thakkar-HUF								
Loan taken	-	-	-	-	8,46,762	7,85,820	8,46,762	7,85,820
Loan repaid	-	-	-	-	11,10,000	-	11,10,000	-
Balance at 31 st March	-	-	-	-	5,93,538	8,56,776	5,93,538	8,56,776
Balance at 1 st April	-	-	-	-	8,56,776	70,956	8,56,776	70,956
iv) Dinuben G. Thakkar								
Loan taken	-	-	-	-	68,64,321	1,33,210	68,64,321	1,33,210
Loan repaid	-	-	-	-	28,11,000	40,865	28,11,000	40,865
Balance at 31 st March	-	-	-	-	42,00,050	1,46,729	42,00,050	1,46,729
Balance at 1 st April	-	-	-	-	1,46,729	54,384	1,46,729	54,384
v) Krupaben K. Thakkar								
Loan taken	-	-	-	-	23,59,181	78,25,635	23,59,181	78,25,635
Loan repaid	-	-	-	-	48,76,719	50,05,471	48,76,719	50,05,471
Balance at 31 st March	-	-	-	-	4,22,933	29,40,471	4,22,933	29,40,471
Balance at 1 st April	-	-	-	-	29,40,471	1,20,307	29,40,471	1,20,307
vi) Rushil K. Thakkar								
Loan taken	-	-	-	-	28,73,440	8,93,579	28,73,440	8,93,579
Loan repaid	-	-	-	-	33,38,018	1,59,561	33,38,018	1,59,561
Balance at 31 st March	-	-	-	-	3,58,869	8,23,447	3,58,869	8,23,447
Balance at 1 st April	-	-	-	-	8,23,447	89,429	8,23,447	89,429
vii) Mr. Krupesh G. Thakkar								
Loan taken	-	-	3,18,26,388	5,44,51,925	-	-	3,18,26,388	5,44,51,925
Loan repaid	-	-	7,50,15,896	1,78,16,917	-	-	7,50,15,896	1,78,16,917
Balance at 31 st March	-	-	27,94,279	4,59,83,787	-	-	27,94,279	4,59,83,787
Balance at 1 st April	-	-	4,59,83,787	93,48,779	-	-	4,59,83,787	93,48,779
viii) Mr. Ghanshyam A. Thakkar								
Loan taken	-	-	1,61,33,058	1,71,36,848	-	-	1,61,33,058	1,71,36,848
Loan repaid	-	-	2,76,43,958	34,39,526	-	-	2,76,43,958	34,39,526
Balance at 31 st March	-	-	37,44,537	1,52,55,437	-	-	37,44,537	1,52,55,437
Balance at 1 st April	-	-	1,52,55,437	15,58,115	-	-	1,52,55,437	15,58,115
ix) Viresh Natvarlal Thakkar								
Loan taken	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	-
Balance at 31 st March	-	-	-	-	2,05,000	2,05,000	2,05,000	2,05,000
Balance at 1 st April	-	-	-	-	2,05,000	2,05,000	2,05,000	2,05,000
x) Rushil International								
Loan taken	19,10,42,119	7,47,94,337	-	-	-	-	19,10,42,119	7,47,94,337
Loan repaid	43,08,41,084	7,47,94,337	-	-	-	-	43,08,41,084	7,47,94,337

Notes to the Standalone Financial Statements (Contd.)**RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)**

(Amount in ₹)

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	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Balance at 31 st March	29,62,01,035	53,60,00,000	-	-	-	-	29,62,01,035	53,60,00,000
Balance at 1 st April	53,60,00,000	53,60,00,000	-	-	-	-	53,60,00,000	53,60,00,000
xi) Rushvi R. Thakkar								
Loan taken	-	-	-	-	1,71,800	8,49,649	1,71,800	8,49,649
Loan repaid	-	-	-	-	1,02,091	1,50,000	1,02,091	1,50,000
Balance at 31 st March	-	-	-	-	7,69,358	6,99,649	7,69,358	6,99,649
Balance at 1 st April	-	-	-	-	6,99,649	-	6,99,649	-
xii) Kaushik Thakkar								
Loan taken	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	-
Balance at 31 st March	-	-	16,00,000	16,00,000	-	-	16,00,000	16,00,000
Balance at 1 st April	-	-	16,00,000	16,00,000	-	-	16,00,000	16,00,000
6) Managerial Remuneration								
Mr. Ghanshyam A. Thakkar	-	-	1,00,00,246	1,20,00,295	-	-	1,00,00,246	1,20,00,295
Mr. Krupesh G. Thakkar	-	-	1,00,01,181	1,20,00,698	-	-	1,00,01,181	1,20,00,698
Mr. Ramnik T. Kansagara	-	-	22,22,168	23,06,395	-	-	22,22,168	23,06,395
7) Dividend Paid								
Mr. Ghanshyam A. Thakkar	-	-	12,14,800	9,95,450	-	-	12,14,800	9,95,450
Mr. Krupesh G. Thakkar	-	-	13,12,169	9,67,181	-	-	13,12,169	9,67,181
Krupeshbhai Thakkar HUF	-	-	-	-	8,47,957	6,94,847	8,47,957	6,94,847
Dinuben G. Thakkar	-	-	-	-	1,50,418	1,23,258	1,50,418	1,23,258
Krupaben K. Thakkar	-	-	-	-	1,72,323	1,41,208	1,72,323	1,41,208
Rushil K. Thakkar	-	-	-	-	1,27,236	1,04,262	1,27,236	1,04,262
Rushil International	11,26,244	9,22,885	-	-	-	-	11,26,244	9,22,885
Mrunal K. Gajjar	-	-	-	-	3,660.8	2,000.0	3,661	2,000
Hasmukh K. Modi	-	-	0.8	0.5	-	-	0.8	0.5
8) Interest Expenses								
Mr. Krupesh G. Thakkar	-	-	30,79,026	11,33,127	-	-	30,79,026	11,33,127
Krupeshbhai Thakkar HUF	-	-	-	-	71,094	51,081	71,094	51,081
Dinuben G. Thakkar	-	-	-	-	69,536	9,708	69,536	9,708
Ambalal D. Thakkar-HUF	-	-	-	-	-	6,825	-	6,825
Krupaben K. Thakkar	-	-	-	-	3,27,797	52,899	3,27,797	52,899
Rushil K. Thakkar	-	-	-	-	76,132	37,403	76,132	37,403
Rushvi R. Thakkar	-	-	-	-	75,361	-	75,361	-
Mr. Ghanshyam A. Thakkar	-	-	11,14,810	7,43,567	-	-	11,14,810	7,43,567
Rushil International	1,39,85,891	1,51,94,968	-	-	-	-	1,39,85,891	1,51,94,968
9) Salary to Relatives of Key Management Personal & Director								
Krupaben K. Thakkar	-	-	-	-	48,11,124	57,72,628	48,11,124	57,72,628
Rushil K. Thakkar	-	-	-	-	22,31,104	24,86,212	22,31,104	24,86,212
Rushvi R. Thakkar	-	-	-	-	12,31,099	14,12,855	12,31,099	14,12,855
Harsh R. Patel	-	-	-	-	4,17,613	5,08,867	4,17,613	5,08,867
Masumi K. Thakkar	-	-	-	-	-	43,487	-	43,487

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

(Amount in ₹)

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	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
10) Salary to Key Management Personal								
Mr. Keyur M. Gajjar	-	-	55,85,197	65,88,048	-	-	55,85,197	65,88,048
Mr. Vipul S. Vora	-	-	43,39,386	44,63,960	-	-	43,39,386	44,63,960
Mr. Hashmukh K. Modi	-	-	19,95,963	20,48,419	-	-	19,95,963	20,48,419
11) Lease Rent Expense								
Ratnatej Infrastructure Private Limited	1,20,000	1,20,000	-	-	-	-	1,20,000	1,20,000
Mr. Krupesh G. Thakkar	-	-	85,61,250	66,15,000	-	-	85,61,250	66,15,000
Rushil K. Thakkar	-	-	-	-	5,40,000	3,60,000	5,40,000	3,60,000
12) Lease Rent Deposit Received Back								
Ratnatej Infrastructure Private Limited	30,31,312	39,68,688	-	-	-	-	30,31,312	39,68,688
13) Interest Income on Lease Rent Deposit								
Ratnatej Infrastructure Private Limited	-	7,58,149	-	-	-	-	-	7,58,149
14) Royalty paid								
Vir Studdio Private Limited (OPC)	1,00,000	1,00,000	-	-	-	-	1,00,000	1,00,000
15) Sale of Fixed Asset								
Surya Panel Private Limited	-	4,20,985	-	-	-	-	-	4,20,985
16) Payment for Reimbursement of Company's Petrol Expense								
Masumi Thakkar	-	-	-	-	11,343	-	11,343	-
(B) Outstandings								
a) Payable (Trade Payables and Other Liabilities)								
Krupaben K. Thakkar	-	-	-	-	-	2,50,799	-	2,50,799
Rushil K Thakkar	-	-	-	-	-	1,21,134	-	1,21,134
Rushvi R Thakkar	-	-	-	-	-	82,976	-	82,976
Harsh R Patel	-	-	-	-	-	20,147	-	20,147
Mr. Keyur M. Gajjar	-	-	-	3,23,423	-	-	-	3,23,423
Mr. Vipul S. Vora	-	-	-	3,22,757	-	-	-	3,22,757
Mr. Hashmukh K. Modi	-	-	-	1,28,092	-	-	-	1,28,092
Mr. Ghanshyam A. Thakkar	-	-	-	2,49,628	-	-	-	2,49,628
Mr. Krupesh G. Thakkar	-	-	-	1,87,659	-	-	-	1,87,659
Mr. Ramnik T. Kansagara (appointed in 2nd February, 2019)	-	-	-	1,53,718	-	-	-	1,53,718
b) Receivable (Trade Receivables)								
Surya Panel Private Limited	-	51,29,450	-	-	-	-	-	51,29,450
Security Deposit (Lease Rent Deposit Receivable)								
Ratnatej Infrastructure Private Limited	32,00,000	62,31,312	-	-	-	-	32,00,000	62,31,312

Note: The remuneration of directors and other member of Key Management Personal during the year is short term benefits.

Notes to the Standalone Financial Statements (Contd.)

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

43. In the opinion of the board, current assets, loans and advances are approximately of the value if realised in the ordinary course of business.

44. 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:

Particulars	(Amount in ₹)	
	2020-21	2019-20
Employers contribution to provident fund	80,56,275/-	82,20,064/-

- (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.

(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.

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

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

Particulars	(Amount in ₹)	
	For the year ended 31 st March, 2021	For the year ended 31 st March, 2020
Current Service Cost	58,06,014	45,54,747
Interest Expense on Defined Benefit Obligation (DBO)	15,95,433	12,24,826
Defined Benefit Cost included in Profit and Loss		
Remeasurements - Due to Financial Assumptions	10,23,526	26,99,497
Remeasurements - Due to Experience Assumptions	-	(194)
Remeasurements - Due to Experience Adjustments	(38,28,721)	15,39,470
Return on plan assets excluding amounts included in interest income	(3,70,382)	1,56,856
Defined Benefit Cost included in Other Comprehensive Income	(31,75,577)	43,95,629
Total Defined Benefit Cost in Profit and Loss and OCI	42,25,870	1,01,75,202

(v) Movement in Defined benefit liability:

Particulars	(Amount in ₹)	
	For the year ended 31 st March, 2021	For the year ended 31 st March, 2020
Opening Defined Benefit Obligation	2,70,27,021	1,80,57,647
Interest Expense on Defined Benefit Obligation (DBO)	-	-
Current Service Cost	74,01,447	57,79,573
Total Remeasurements included in OCI	(31,75,577)	43,95,629
Less: Benefits paid	(10,81,212)	(12,05,828)
Less: Contributions to plan assets	-	-
Closing benefit obligation	3,01,71,679	2,70,27,021
Current Liabilities of Closing benefit obligation	63,38,123	57,07,576
Non-Current Liabilities of Closing benefit obligation	2,38,33,556	2,13,19,445

(vi) Sensitivity Analysis of Defined Benefit Obligation:

Under Base Scenario	(Amount in ₹)	
	2020-21	2019-20
(A) Discount Rate Sensitivity		
Increase by 0.5%	4,30,81,958	3,89,27,513
(% change)	-3.25%	-3.17%
Decrease by 0.5%	4,60,75,754	4,15,58,216
(% change)	3.47%	3.38%
(B) Salary Growth Rate Sensitivity		
Increase by 0.5%	4,56,70,185	4,12,13,729
(% change)	2.56%	2.52%
Decrease by 0.5%	4,33,49,500	3,92,06,933
(% change)	-2.65%	-2.47%
(C) Withdrawal Rate (W.R.) Sensitivity		
W.R. x 110%	4,40,34,305	3,98,51,927
(% change)	-1.11%	-0.87%
W.R. x 90%	4,50,64,758	4,05,72,639
(% change)	1.20%	0.93%

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

(vii) Actuarial assumptions:

Particulars	(Amount in ₹)	
	For the year ended 31 st March, 2021	For the year ended 31 st March, 2020
Mortality Table : Indian Assured Lives Mortality (2006-08) Table		
Discount Rate (per annum)	6.25%	6.60%
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	6.25% per annum	6.60% per annum

(viii) The above details are certified by the actuary.

45. CORPORATE SOCIAL RESPONSIBILITY CONTRIBUTION-

- (a) Gross amount required to be spent by the Company during the year ₹ **57,02,850/-** (Previous year ₹ **66,45,836/-**)
 (b) Amount spent during the year on:

Particulars	Year	(Amount in ₹)		
		Amount spent (₹)	Amount yet to be spent (₹)	Total (₹)
(i) Construction/acquisition of any asset	2020-21	Nil	Nil	Nil
(ii) On purposes other than (i) above	2020-21	68,00,766	Nil	68,00,766/-

46. DISCLOSURE UNDER IND AS 115 REVENUE

The Company has recognised the following amounts relating to revenue in the statement of profit or loss:

Particulars	(Amount in ₹)	
	For the year ended 31 st March, 2021	For the year ended 31 st March, 2020
Revenue from contracts with customers	3,27,10,58,854	3,27,16,80,401
Total revenue	3,27,10,58,854	3,27,16,80,401

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:

Particulars	(Amount in ₹)	
	For the year ended 31 st March, 2021	For the year ended 31 st March, 2020
Revenue from	3,27,10,58,854	3,27,16,80,401
- Outside India	2,22,43,71,528	2,23,91,66,040
- In India	1,04,66,87,326	1,03,25,14,361

No single customer contributed 10% or more to the Company's revenue for 2020-21 and 2019-20.

All assets are located in the Company's country of Domicile.

(b) Contract assets and liabilities

Particulars	(Amount in ₹)	
	For the year ended 31 st March, 2021	For the year ended 31 st March, 2020
Contract Assets	59,90,87,719	63,46,74,952
Total Contract Assets	59,90,87,719	63,46,74,952
Contract Liability	1,98,56,410	2,67,23,991
Total Contract Liability	1,98,56,410	2,67,23,991

Notes to the Standalone Financial Statements (Contd.)
RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

(c) 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.

47. DEFERRED TAX ASSETS/(LIABILITY)

The breakup of Deferred Tax as at 31st March, 2021 is as under.

Particulars	(Amount in ₹)	
	As at 31 st March, 2021	As at 31 st March, 2020
Deferred Tax Liabilities.		
- Timing Difference of Depreciation	26,42,24,329	19,55,19,933
- Capital gain on land revaluation	4,53,56,939	4,61,31,151
Deferred Tax Assets.		
- Gratuity Payment	75,93,608	67,56,058
- Unabsorbed Depreciation	1,90,13,480	---
Net Deferred Tax Liability	28,29,74,180	23,48,95,026

48. 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 ₹ 7,99,00,000/-, 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 ₹ 7,98,99,750/- and hence there was a surplus of ₹ 250/- 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. Till the date of signing the audit report the said Share application Money of ₹ 250/- is lying with Axis Bank as non-refunded to shareholder. Thus Company has shown ₹ 250/- as share application money (Refundable) under the head "Other Financial Liabilities" in note No 22 of Notes forming part of Standalone financial statement.

49. The outbreak of COVID-19 pandemic globally and in India caused significant disturbance and slowed down economic activity in general. The Company has adopted measures to curb the spread of infection in order to protect the health of its employees and ensure business continuity with minimal disruption possible. The Company has assessed internal and external information up to the date of approval of the financial statements while reviewing the recoverability of assets, adequacy of financial resources, performance of contractual obligations, ability to service the debt, liabilities, etc. Based on such assessment, the Company expects to fully recover the carrying amounts of the assets and comfortably discharge its debts & obligations. Hence, the management does not envisage any material impact on its financial statements. Further, the Company will continue to closely monitor any material changes to future economic conditions. As the COVID-19 situation continues to evolve in India and globally, the impact on future operations would depend upon how the uncertainties associated with pandemic's nature and duration unfold.

Notes to the Standalone Financial Statements (Contd.)

RUSHIL DÉCOR LIMITED (CIN : L25209GJ1993PLC019532)

- 50.** During the year under review, the Company has sold its part land of Navalgadh unit resulted in gain of ₹ 1,52,17,526. The said gain is reflected under the exceptional item in the statement of Profit & Loss.
- 51.** The financial statements were authorised for issue by the directors on 24th June, 2021.

- : Significant accounting policies – A : -
- : Notes To Financial Statements 1 to 51 : -

For **Parikh & Majmudar**
Chartered Accountants
(Firm Regn.No.107525W)

C.A Dr. Hiten Parikh
Partner
Membership No.040230
UDIN: 21040230AAAAGT2688

Place: Ahmedabad
Date: 24th June, 2021

**For and on behalf of the Board of Directors,
Rushil Décor Limited**

<p>(Ghanshyambhai A. Thakkar) Chairman DIN : 00208843</p>	<p>(Krupeshbhai G. Thakkar) Managing Director DIN : 01059666</p>
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(K.M. Gajjar)
Chief Executive Officer

(V.S. Vora)
Chief Financial Officer

(H.K. Modi)
Company Secretary



RUSHIL

DECOR LIMITED

WE'LL MAKE IT

Corporate Office

Rushil Décor Ltd.
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Ahmedabad-380058, Gujarat, INDIA.

Registered Office

Rushil Décor Ltd.
S. No. 125, Near Kalyanpura Patia, Village ITLA,
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Certification



IS : 2046-1995
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IS 12406 : 2003



CM/L : 4737475

IS: 14587 : 1998



CM/L: 6200030374

