



RUSHIL

DECOR LIMITED

WE'LL MAKE IT

RDL/047/2022-23

Date: 03.09.2022

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
BSE SCRIPT CODE: 533470

ISIN: INE573K01017

Dear Sir/Madam,

Sub: Submission of Annual Report for the Financial Year 2021-22

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the **Annual Report** of Rushil Décor Limited (the Company) for the Financial Year 2021-22.


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
Company Secretary

Encl.: Annual Report for the FY 2021-22



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

PH: +91-79-61400400 | FAX: +91-79-61400401 | EMAIL: INFO@RUSHIL.COM | WWW.RUSHIL.COM



RUSHIL

DECOR LIMITED
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ANNUAL REPORT
2021-22



ACROSS THE PAGES

01-22

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



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 several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report



Investor Information

Market Capitalisation as at 31 st March, 2022	₹ 1074.88 Cr
CIN	L25209GJ1993PLC019532
BSE Code	533470
NSE Symbol	RUSHIL
Bloomberg Code	RDL:IN
Dividend Declared	5% (₹ 0.50 Per Share)
AGM Date	27 th September, 2022
AGM Venue/Mode	Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

RE-ENGINEERING POSSIBILITIES. FURNISHING YOUR DREAMS.



Delivering for
everyone



Embracing
simplicity



Beautifying
spaces

4

Generations in Business

30

Years of Expertise

700+

Employee Strength

It takes probably a lot of time to make people remember things and craft your personal space with the design that speaks to you and for you. Over the years, it has been witnessed that the customers' willingness to spend on home decors has been on a constant rise. Besides, hybrid work culture and home education, further increased the importance of furniture and aesthetic home decor.

At Rushil Décor Limited, we transform designs within the spaces to make lives more liveable. We are one of the leading players in the Decorative Laminates and MDF Board segments. Our passion to deliver on customers' expectations pushes our growth limits every year.

In the year gone by, Rushil Décor continued to surge ahead with its 4F strategy and witnessed strong utilisations, higher economies of scale and better realisations. We are stepping ahead in creating moments for our customers and driving momentum in our business.

YOUR THOUGHTS. OUR REFLECTIONS.

Rushil Décor Limited is one of India's leading interior decor player, manufacturing Decorative Laminate Sheets and Medium Density Fibre Boards (MDF)



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.

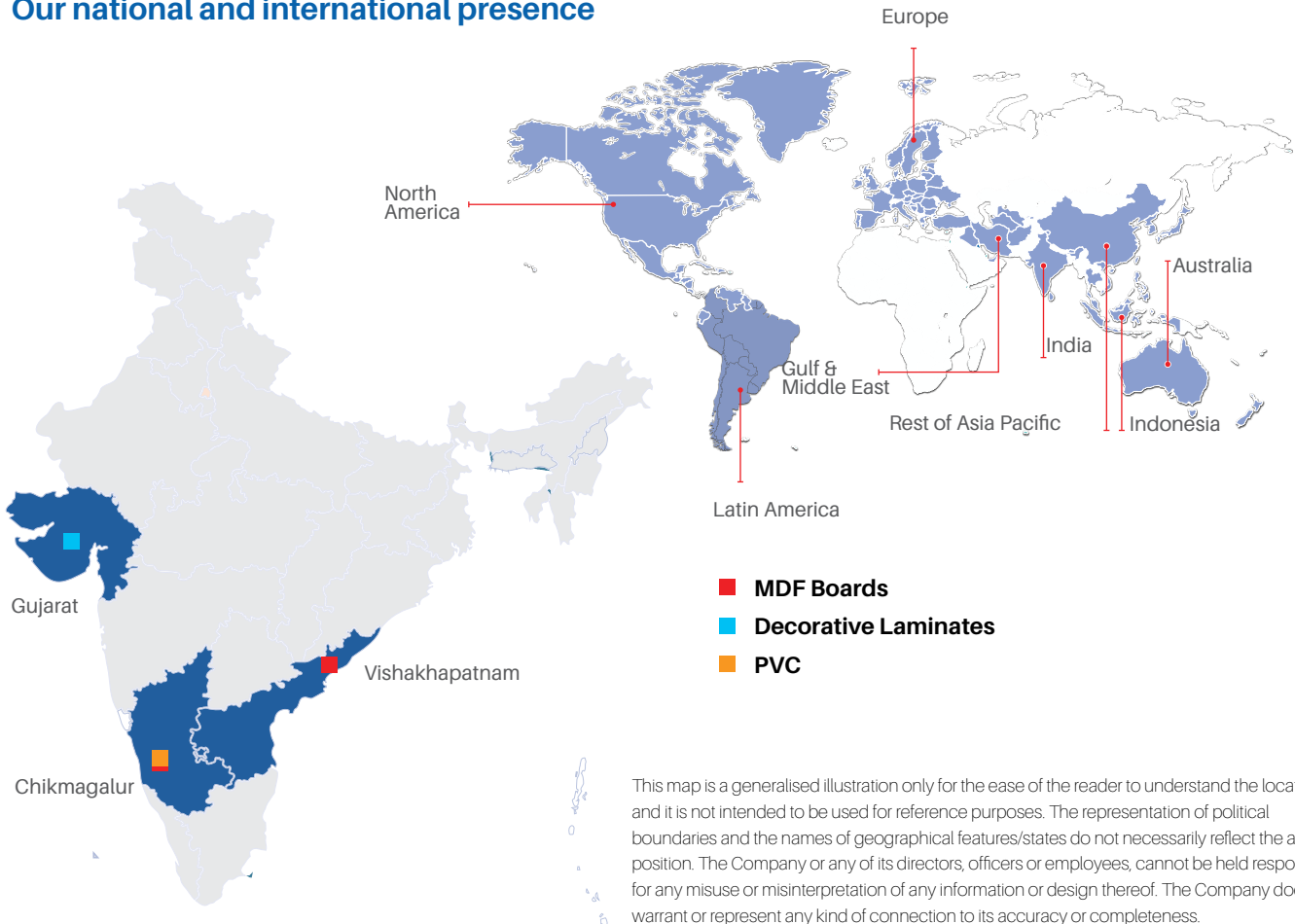
Our Products

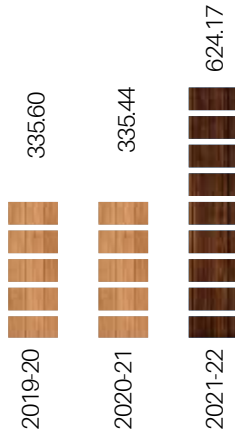
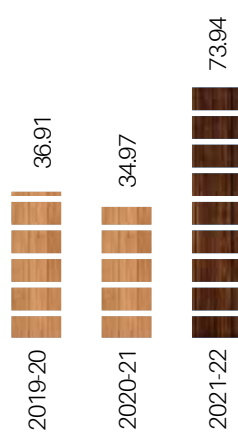
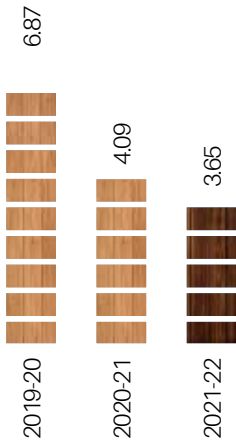
Decorative (single sided) as well as Industrial (double sided) Laminates and MDF Boards with wide range of designs, colours and finishing

End-Users

Residential and commercial spaces

Our national and international presence



Total Revenue (₹ in Cr)**EBITDA (₹ in Cr)****PAT (in Cr)****PAT Margin (in %)****EPS (in ₹)****34.92** Lakhs

Laminate Sheet Capacity in Gujarat

2,40,000 cbm

MDF Boards Capacity in Andhra Pradesh

90,000 cbm

MDF Boards Capacity in Karnataka

Achievements and Awards

Our Company has been awarded with ISO 9001:2000 for Quality Assured, ISO 18001:1999 for Health and Safety, & ISO 14001:2004 for Environmental System, for all units

Our Company operates in a competitive environment, where generating and maintaining brand recognition is a significant element of our business strategy

OUR VALUE CREATORS ...

Design-First, Quality-First Brand Approach

Over the years, we have built a strong brand by offering over 1,200+ designs, providing us a strong competitive advantage.

Product Innovation & Value Engineering

With changing demand and higher aspirations, we have been consistently providing latest eye-catching designs, texture and products for our customers.

De-risking - Geographic & Customer Segments

Our presence across the globe has allowed us to de-risk ourselves from geographic as well as customer concentration.

Strong Branch and Dealer Network

Our brand and dealer value-chain, allows us to mark strong presence across India and abroad.

Customer Education and Smart Fashion + Value- based Green Products

We are moving ahead with changing trend by providing Do-it-Yourself (DIY) – a customisation trend among the millennials. Besides several Government initiatives aid us in reducing costs.

...APPLY SUPPORTED WITH STRATEGIC MANUFACTURING ADVANTAGE

Unique World-class Infrastructure Modelled on International Technical Plants

Higher productivity + Reduced cost of overheads + Environmental compliance

Strategic Location

Raw material sourcing + Labour cost + Manufacturing costs

Energy & Time Efficient Processes

Fastest factory 2 market lead time + Domestic supply + Export opportunity costs

Ratings & Recognition

Infomerics Credit Rating – BBB+

Distribution Strengths

Experience in industry

30 years

Direct Distributors

540+

Retailers/Dealers

4,000+

Branch & Consignment Agents

12

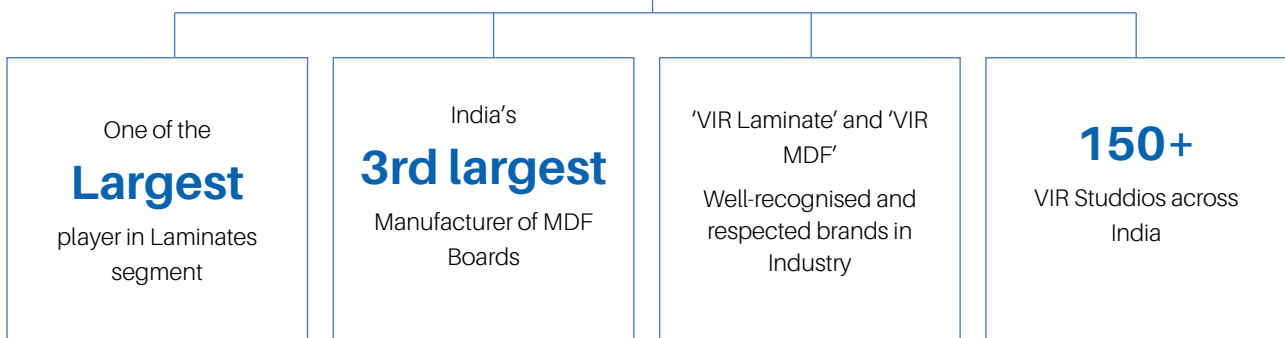
Export Countries

47

Employee Strength

700+

Outcomes



MESSAGE FROM MANAGING DIRECTOR



I am pleased to share my thoughts with all my stakeholders and associates through our Annual Report 2021-22. I am happy to share that we have ended yet another successful year with satisfactory results and continued to evolve around exciting opportunities.

Dear Shareholders,

Hope this letter finds you and your family in good health.

I am happy to share my thoughts with all my stakeholders and associates through our Annual Report 2021-22. I am happy to share that we have ended yet another successful year with satisfactory results and continued to evolve around exciting opportunities.

Financial Performance

The year had its own set of challenges, right from successive waves of Covid-19, to cost inflationary pressures. Amidst the turbulent external factors, we managed to grow our revenues by 86% in 2021-22 to ₹ 624.17 Cr as against ₹ 335.33 Cr in 2020-21. Our MDF segment and overall operational efficiencies has strengthened our EBITDA, witnessing 111.43% growth over the previous year. During the year, we commenced operations at our new plant in Andhra Pradesh and achieved strong capacity utilisation of around 70%. The year has further showcased an unmatched incremental realisation flow across all our segments, which shall continue to drive the utilisations in the next fiscal.

Our Optimism

I would like to share some interesting facts. The furniture space is undergoing a strong transformation. There has been an increasing preference for MDF-based furnishing over plywood, thus leading to a strong substitution opportunity. Moreover, MDF is now regarded as the 'wood of the future' owing to increasing demand for customisation, stability and pocket-friendly nature, particularly by the millennials and young working class people. While the global size of MDF market is estimated to reach US\$102 Bn by 2027, India is clearly staring at huge penetration of MDF consumption. The growth is further supported by rising demand in tourism industry, urbanisation, housing and changing lifestyle. The Government's 'Make in India' push

is further driving opportunity for Indian manufacturers to mark their presence on a global platform.

Our Readiness

At Rushil Décor, our combined strengths make us ready to leverage the opportunities ahead of us. With capacities in place, we are now strongly focusing on enhancing our brand and further strengthen our market reach through strong networking with distributors. We are further expanding our portfolio penetrating as an extension in MDF panel products - PRELAM MDF, MAXPRO, and PROPLUS. With our strong team, we are further studying the existing market penetration, while planning for further product infusion.

Community

At Rushil Décor, we believe in balancing business stability with sustainability that will help the society to grow. We consider Corporate Social Responsibility (CSR) as a core part of our business, with an objective of benefiting the society and the community we thrive in. We focus in the areas of education, serving to the orphanage, contributing towards the environment, and providing health facility to the needy. In doing so, we are leaving behind a positive and sustainable footprint, by making difference to the society.

Closing Note

Following what has been a highly successful fiscal, we embark on 2022-23 with full confidence. I am personally grateful for the unstinting efforts of our entire team to make ours the great company that it is. I am thankful to all our investors and stakeholders for their unrelenting faith in us. I would like to whole-heartedly appreciate the efforts of our business associates and the customers, for constantly building on the long-standing relationships. I would remiss if I do not convey the gratitude to our respectable Board as well as the leadership team for their contribution. Looking forward to shared success and achieving newer milestones.

Sincerely,

Krupesh Thakkar

Managing Director



DESIGNING THE FUTURE WITH OUR AESTHETIC MODERN FURNITURE

Our aim is to bring better living with better quality and fine interiors into the living space. Our MDF Board and Laminates provides attractive vibes, which changes the look of the space with bright colour, texture, and quality. With strong manufacturing and engineering strength, we are on course to empower the next wave of 'dream' furniture and transform the degree of living space.

VIR MDF Board



Product Application

- Modern and aesthetic furniture
- Residential & Commercial Furniture, Wall Panelling, Architectural Moulding, Industrial Products, Sports Goods, Speaker Boxes, Display Cabinets, Doors & Partition Cornice, CNC Routing, Office Equipments, Flooring, Ceiling, and Pelmet



Value Proposition

- Produced using German manufacturing technology
- Cutting-edge technology helps to manufacture maximum output in minimum input
- The product is durable with competitive pricing
- Certified by Bureau of Indian Standards (BIS)
- Gives elegant and aesthetic look to the ambience with smooth finishing



Manufacturing

Units: 2

Location: Karnataka & Andhra Pradesh, new unit added in Andhra Pradesh

Capacity: 1,100 cbm

Utilisation: Karnataka MDF plant capacity utilisation is 76% and Andhra Pradesh MDF plant capacity utilisation is 56% during the year ended on 31st March, 2022.



Network web

400+ Distributors

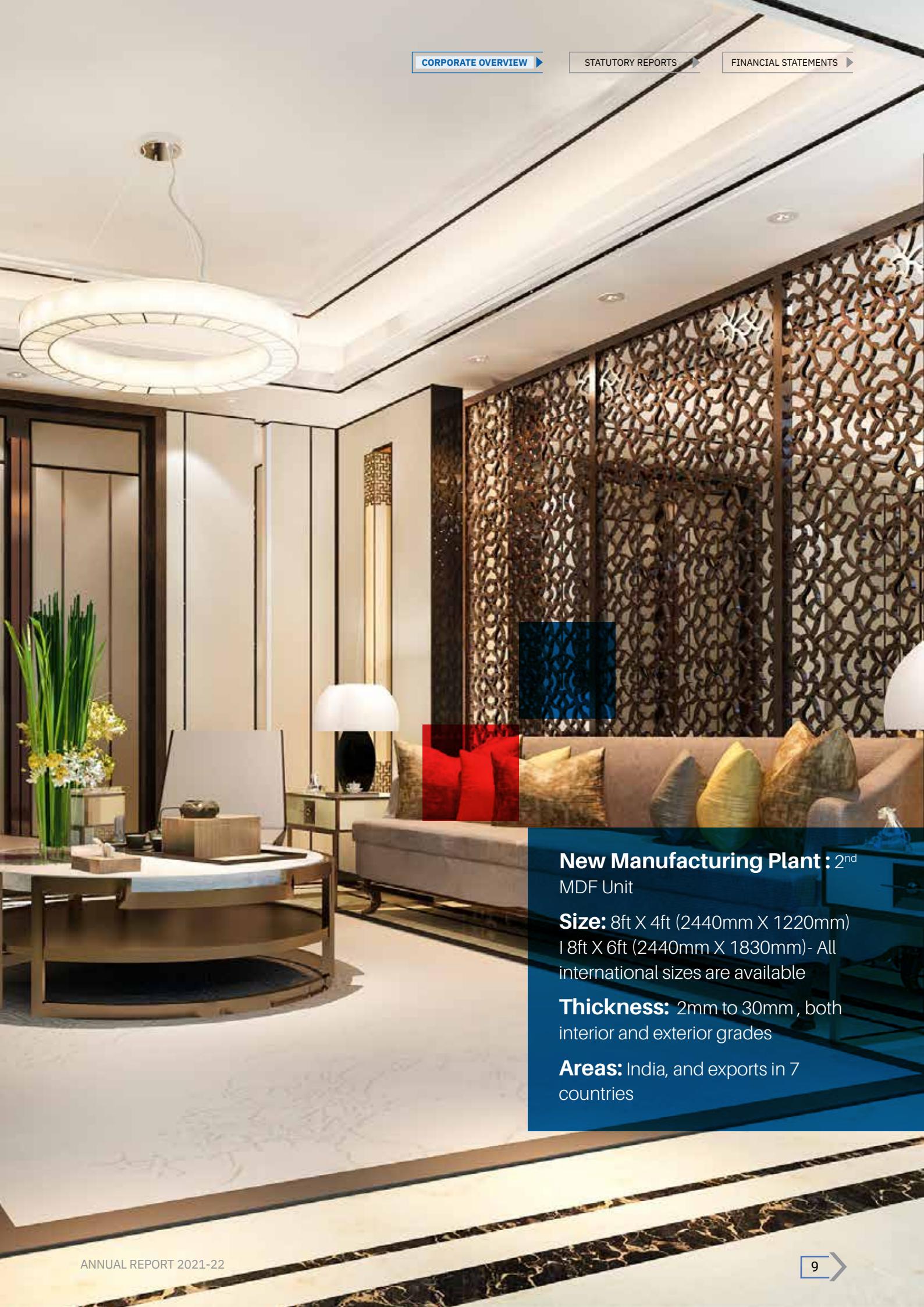
2 Consignment Stockists

4,000+ Dealers

8 Branches

70+ OEMs





New Manufacturing Plant : 2nd
MDF Unit

Size: 8ft X 4ft (2440mm X 1220mm)
| 8ft X 6ft (2440mm X 1830mm)- All
international sizes are available

Thickness: 2mm to 30mm , both
interior and exterior grades

Areas: India, and exports in 7
countries

VIR Decorative Laminates



Product Application

- Exterior and interior
- Solution to beautify surface and interior



Value Proposition

- Design leadership with 1,200+ designs & 50+ textures & finishes in HPL segment alone
- All the laminate plants has quality certification for management systems by ISOQAR
- 'Certificate of Compliance' by UK Certification and Inspection Limited
- Strong product development and merchandising team
- Competitively priced products for domestic and export markets



Manufacturing

Location: Gujarat

Capacity: 34.9 Lakhs sheets per annum

Utilisation: 81%



Network web

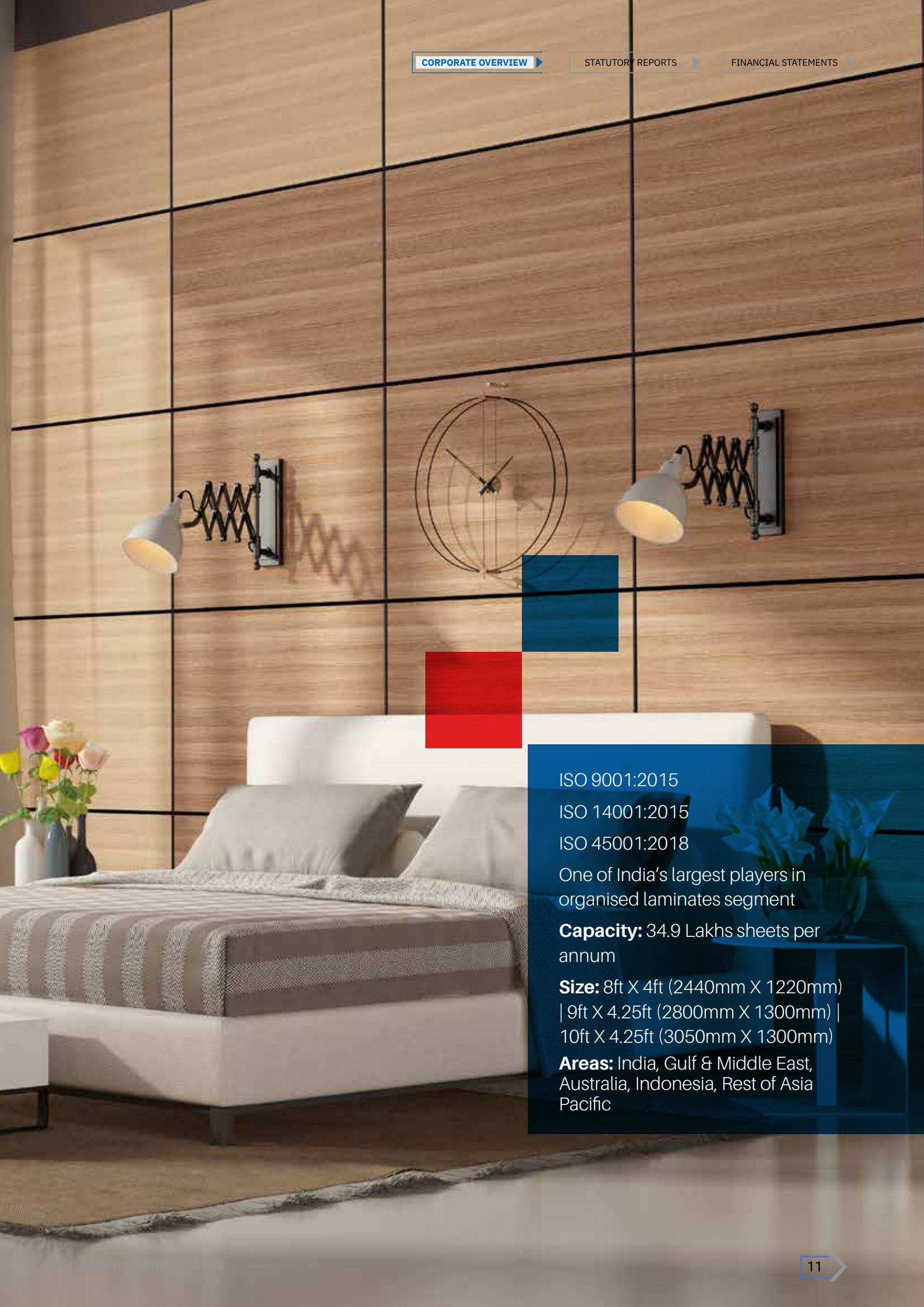
80+ Distributors

7 Consignment Stockists

1 Depot

8 Branches

1,600 Dealers



ISO 9001:2015

ISO 14001:2015

ISO 45001:2018

One of India's largest players in organised laminates segment

Capacity: 34.9 Lakhs sheets per annum

Size: 8ft X 4ft (2440mm X 1220mm)
| 9ft X 4.25ft (2800mm X 1300mm) |
10ft X 4.25ft (3050mm X 1300mm)

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

CHOOSE WISELY WITH- VIR STUDDIO





At Rushil Decor, we have built a unique marketing platform to portray our brand. Our 'VIR STUDDIO' across India showcases the entire product range under one roof.

Sound Quality, Sound Engineering

We believe people buy what they see live and feel the presence through visual effect. The VIR Studdio is showcasing live practical demonstration to the end-user in a unique manner, which is creating a strong impact. It creates a visual impact through various permutations and combinations with range of products.

Signature Showrooms

The beautiful aesthetic of Rushil Décor Studdio has 'VIR Laminates' range of products all under one roof to give the user real experience with visual, customised effect. With all the efforts, we have achieved optimal long-term relationship, adding to our brand value.

150+

Showrooms

TAKING LEAD TO SERVE THE SOCIETY





We believe in effortlessly serving the society and make a better place for living. The primary aim is to pay back to the society and build a sustainable environment. We unfold the challenges in the society and participate in the well-being.

Rushil Décor, as a part of corporate social responsibility, is focusing on uplifting weaker section and help community to grow. We are also meeting the need of the hour by enabling education for the community, providing health facility, serving to the orphanage, and also contributing towards the environment.

Solution For Evolution

In a world full of challenges and evolution, our aim is to be solution-centric. We actively participate in Government-sponsored agro-forestry project. The land herein, is used to integrate trees and shrubs on farmlands and rural landscapes to enhance, profitability, productivity, diversity and ecosystem sustainability. RDL also sources agro-forestry wood from framers, helping them to gain second source of income. With this, RDL has left positive footprint on improvement in efficiency, farmer income and livelihood opportunities for rural smallholder farmers. It has also contributed towards conservation of natural resources and forest, environmental protection security and increasing forest cover.

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eighth (28th) Annual General Meeting ('AGM') of the members of Rushil Decor Limited (CIN: L25209GJ1993PLC019532) will be held on Tuesday, 27th September, 2022 at 11:15 A.M. (IST) through Video Conferencing ("VC") / 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, 2022 and the Report of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 0.50 (Fifty Paisa) per Equity Share of ₹ 10/- each for the Financial Year ended 31st March, 2022.
3. To appoint a Director in place of Mr. Rushil K. Thakkar (DIN: 06432117), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

4. To consider and, if thought fit, to pass with or without modification the following resolution as **Special resolution**.

"RESOLVED THAT approval of the members be and is hereby accorded in terms of provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the re-appointment of and for the remuneration payable to Shri Krupesh G. Thakkar (DIN 01059666) as "Chairman and Managing Director" ('Chairman & MD') of the Company for a period of Five (5) years with effect from 1st September, 2022 to 31st August, 2027 (both days inclusive) at a remuneration and other terms as mentioned in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT Shri Krupesh G. Thakkar, Chairman & MD will not be liable to retire by rotation.

RESOLVED FURTHER THAT the overall remuneration payable to Shri Krupesh G. Thakkar shall not exceed the limits prescribed under the applicable provisions

of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Chairman & MD is also entitled to the benefits as per the rules of the Company, which the other senior executives/employees of the Company are entitled to.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, the Chairman & MD will be paid Minimum Remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Act or amendment(s), modification(s), replacement(s) or re-enactment (s) thereof for the time being in force subject to required disclosure and other compliance as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on the recommendation of the Nomination and Remuneration Committee, to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the board of directors and Shri Krupesh G. Thakkar.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit."

5. To consider and, if thought fit, to pass the following resolution as **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as

Notice (Contd.)

amended, and based on the performance evaluation, recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective Meetings held on 6th August, 2022, Shri Kantilal A. Puj (DIN: 09273355), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) years w.e.f 13th August, 2022 (date of re-appointment) upto 12th August, 2027.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members be and is hereby accorded to continue and hold office of Independent Director of the Company by Shri Kantilal A. Puj (DIN: 09273355), who will attain the age of 75 years during his current tenure of appointment i.e. upto 12th August, 2027.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution.”

6. To consider and, if thought fit, to pass with or without modification the following resolution as an **Ordinary resolution:-**

“RESOLVED THAT pursuant to Section 13, 61, 64 and other applicable provisions, if any of the Companies

Act, 2013 as amended from time to time and as may be applicable, including any statutory modifications or re-enactment thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase in the Authorised Share Capital of the Company from ₹ 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of ₹ 10/- (Rupees Ten) each to ₹ 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of ₹ 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

- V. The Authorised Share Capital of the Company is ₹ 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of ₹ 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things which may be necessary including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

By order of the Board,
For Rushil Décor Limited

Date: 6th August, 2022

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 Businesses set out in the Notice is annexed hereto and forms part of this Notice.

Notice (Contd.)

2. Pursuant to the General Circular Nos. 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 issued by the Ministry of Corporate Affairs (“MCA”) and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by SEBI, Companies are allowed to hold Annual General Meeting through VC/OAVM up to 31st December, 2022, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the Twenty Eighth (28th) AGM of the Company is being held through video conferencing (VC) or other audio visual means (OAVM). **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.** 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.
3. 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.
4. The term ‘Members’ or ‘Shareholders’ has been used to denote Shareholders of Rushil Decor Limited.
5. The Company has engaged the services of National Securities Depository Limited (“NSDL”), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/ during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
6. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The deemed venue for the 28th AGM shall be the Registered Office of the Company.
7. Members may join the AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open for the Members from 30 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.
8. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on 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.
9. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. 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 2021-22 including therein, the Audited Financial Statements for Financial Year 2021-22, 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 2021-22 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).
11. In terms of the MCA Circulars and SEBI Circulars, the Notice of the AGM and the Annual Report for the Financial Year 2021-22 including therein the Audited Financial Statements for the Financial Year 2021-22

Notice (Contd.)

has been uploaded on the website of the Company at www.rushil.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

12. The board of Directors of your Company has appointed Mr. Shalin M. Jain, Practicing Company Secretary (COP No. 21379), Proprietor of M/s. Shalin M. Jain & Associates as the “Scrutinizer” for scrutinizing the process of remote e-voting and e-voting at the AGM in a fair and transparent manner.
13. 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 authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company.
14. 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.
15. This Notice is being sent to all the Members whose names appear as on 26th August, 2022, 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.
16. 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, 2022, (“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.
17. 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.
18. 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 sent 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”.
19. 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>.
20. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2022 to 27th September, 2022 (both days inclusive) for the purpose of determining the names of Members eligible for dividend on equity shares, if declared at the AGM.
21. Electronic copy of all the documents referred to in this Notice of the AGM and the Explanatory Statement shall

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be available for inspection in the Investor Relationship Section of the website of the Company at www.rushil.com.

22. 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.
23. General instructions for accessing and participating in the AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:
 - 1) The remote e-Voting period begins on 23rd September, 2022 at 9:00 A.M. IST and ends on 26th September, 2022 at 5:00 P.M. IST. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
 - 2) A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

- 3) 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:


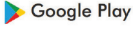


Step 1: Access to NSDL e-Voting system

(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
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="794 1182 1077 1361" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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

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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'.

- (ii) 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:
 - a. 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.
 - b. **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. 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.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

- 1) 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.

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

24. General Guidelines for shareholders

1. 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members

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and e-voting user manual for members available at the “Download” section of www.evoting.nsdl.com or call on the toll free no. 1800 1020 990 /1800 224 430 or send a request to www.evoting.nsdl.com

4) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

- (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, 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) by email to ipo@rushil.com
- (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to 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.**
- (iii) 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.
- (iv) 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) THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted 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.
- (iii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting (Refer Instruction No. 23).

6) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) 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 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

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- retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
 - (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - (iv) Please note that Participants 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.
 - (v) 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.
 - (vi) 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 Thursday, 22nd September, 2022, 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) Instructions for Members for e-Voting during the AGM are as under:-**
- 1) Members may follow the same procedure for e-voting during AGM as mentioned above for remote e-voting.
 - 2) 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.
 - 3) 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.
 - 4) 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).
 - 8) The Board of Directors has recommended Final Dividend of ₹ 0.50 (Fifty Paise) per Equity Share for the Financial Year ended 31st March, 2022, subject to the approval of the shareholders at the AGM. It will be paid to those Members whose names appears in the Register of Members of the Company as on Tuesday, 20th September, 2022 (close of business hours of record date) subject to the approval of the shareholders at the AGM.
 - 9) The final dividend, once approved by the Members, will be paid electronically through various online transfer modes to those Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, Members are requested to update their email address, Bank details, Postal Address, PAN, Mobile number etc. ("KYC details") with their depositories (where

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shares are held in demat mode) and with the RTA (where shares are held in physical mode) to receive dividend directly into their bank account.

- 10) Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective DPs. Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (“ECS”) mode to receive dividend on time in line with the Circulars.
- 11) 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%.
- 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 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 provided 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. Self-Attested PAN, No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate (“TRC”) issued by the Tax / Government authority of the country in

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which the Non-Resident shareholder is a resident of (valid for the relevant financial year), declaration in Form 10F, 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 be send by email to account@rushil.com with cc to ipo@rushil.com by 23rd September, 2022.

Note: Please always quote your registered Folio Number/DP-ID & Client-ID, PAN, while communicating/submitted 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.
- 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.

- 12) 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.
- 13) Members of the Company are informed that pursuant to the applicable provisions of the Companies Act, 2013, the dividends that remain

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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 earlier years. 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.

- 14) 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.
- 15) 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.
- 16) 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.
- 17) 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 dematerialized, 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.
- 18) 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”.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

For Item No. 4

Shri Krupesh G. Thakkar was appointed as Managing Director of the Company for a period of Five (5) years with effect from 1st September, 2017. His term is valid up to 31st August, 2022.

Upon recommendation of Nomination and Remuneration Committee, Shri Krupesh G. Thakkar has been re-appointed as Managing Director and designated as Chairman and Managing Director of the Company for a period of Five (5) years with effect from 1st September, 2022 to 31st August, 2027 (both days inclusive) by the Board of Directors at their meeting held on 6th August, 2022, subject to the approval of members of the Company at the ensuing Annual General Meeting.

Pursuant to the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members by way of Special resolution is sought for re-appointment and payment of remuneration to Shri Krupesh G. Thakkar, Chairman and Managing Director (being Executive Director who belongs to Promoter / Promoters Group), as his remuneration exceeds / might exceeds the limit specified under aforesaid SEBI Regulation.

Shri Krupesh G. Thakkar is 51 years old and is Chairman and Managing Director of the Company. He is Promoter and director of the Company since inception. Under his leadership the Company has achieved the status of being one of the leading brands in Laminated Sheet and MDF Board industry. Due to his broad vision, fruitful guidance, great leadership and hardworking, the Company has been marching ahead continuously. Considering his rich experience, knowledge and contribution to the growth of the Company and upon recommendation of the Nomination and Remuneration Committee, the Board of Directors have re-appointed Shri Krupesh G. Thakkar as Chairman and Managing Director of the Company for further period of five years and recommends the Special resolution set out at Item No. 4 of the Notice for approval of the members of the Company.

Shri Krupesh G. Thakkar as Chairman and Managing Director shall discharge duties and functions subject to the superintendence, direction and control of the Board of Directors of the Company.

Shri Krupesh Thakkar shall not exercise the powers as Chairman and Managing Director, which are required to be exercised by the Company in general meeting and / or by Board of Directors. The principle terms and conditions relating to the re-appointment of Shri Krupesh Thakkar as Chairman and Managing Director are as follows:

- 1. Period of Appointment:** Five (5) years with effect from 1st September, 2022 to 31st August, 2027 (both days inclusive).
- 2. Remuneration**
 - A) AGGREGATE REMUNERATION:**

₹ 10,50,000/- (Rupees Ten Lacs Fifty Thousand only) per month w.e.f. 1st September, 2022. This is including salary and perquisites except it is specifically excluded from aggregate remuneration with such periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee subject however that the aggregate remuneration on account of salary shall not exceed ₹ 20,00,000/- (Rupees Twenty Lacs only) per month.
 - B) LEAVE BENEFITS:** Leave with full pay & allowances and Encashment of leave not availed of shall be allowed as per Company's rules and it will not be considered in aggregate remuneration.
 - C) OTHER BENEFITS:** Contribution to Provident Fund and Superannuation Fund will not be included in the computation of the ceiling on remuneration and will be extra to the extent they are, either singly or put together not taxable under the Income-tax Act, 1961. Gratuity not exceeding half month salary for each completed year of service is not included in the computation of aggregate remuneration as above and it will be extra.
 - D)** Car with driver and telephone at office and residence will be provided extra.
 - E)** Reimbursement of out of pocket expenses incurred, whether directly or indirectly, for the business of the Company will be done on actual basis.

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

- F) Any other benefits, amenities and facilities not covered herein but authorized by the Board shall be paid additionally.

3. MINIMUM REMUNERATION:

Total remuneration payable to Shri Krupesh G. Thakkar shall not exceed 5% of the net profit of the Company and total remuneration payable to all the working directors shall not exceed 10% of the net profit of the Company in any financial year, calculated in accordance with the provisions of Sections 196,197,198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder or any amendment(s) modification(s) or replacement thereto from time to time.

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of tenure of Shri Krupesh G. Thakkar, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to such further approvals as required under Schedule V to the Act, or any modifications thereto.

4. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion deem fit, including the maximum remuneration payable to the Chairman and Managing Director in accordance with Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder or any amendments made thereafter in this regard in such manner as may be agreed to between the Board and the Chairman & Managing Director, subject to such approvals as may be required.
5. If at any time Shri Krupesh G. Thakkar ceases to be a Director of the Company for any cause whatsoever, he will cease to be the Chairman and Managing Director.

The Nomination and Remuneration Committee has approved and recommended the reappointment of Shri Krupesh G. Thakkar, as Chairman and Managing Director of the Company for Five (5) years with effect

from 1st September, 2022 to 31st August, 2027 (both days inclusive) vide their meeting held on 6th August, 2022. The same was also approved by the Board of Directors vide their meeting held on 6th August, 2022.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue him to avail services as Chairman and Managing Director.

The terms and conditions of reappointment of Shri Krupesh G. Thakkar shall be open for inspection by the Members at the Registered Office or Corporate office of the Company during normal business hours on any working day upto the date of this Annual General Meeting.

Shri Krupesh G. Thakkar will be considered as “Non-Rotational Director” as per Section 152 of the Companies Act, 2013. He will continue as “Key Managerial Personnel (KMP)” as required under Section 203 of the Companies Act, 2013.

In compliance with the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013, the reappointment of Shri Krupesh G. Thakkar as Managing Director is now being placed before the Members for their approval.

Except Shri Krupesh G. Thakkar and Mr. Rushil Krupesh Thakkar, Directors of the Company and their relatives who are deemed to be concerned or interested in this Resolution, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution as set out at Item No. 4 of the Notice.

Shri Krupesh G. Thakkar is the father of Mr. Rushil K. Thakkar, Director of the Company and thus he is related to Mr. Rushil K. Thakkar.

The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided at Notes to this Notice.

The Board recommends the Resolution as set out at Item No. 4 of the Notice for approval by the shareholders as Special resolution.

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

For Item No. 5

Pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV of the Companies Act, 2013, Shri Kantilal A. Puj (DIN: 09273355) was appointed as an Independent Director for a period of one (1) year from 13th August, 2021 upto 12th August, 2022 by the Members at the 27th AGM of the Company held on 27th September, 2021.

As per Section 149(10) of the Act, an Independent Director can be re-appointed for another term of upto five (5) consecutive years by passing special resolution by the Company.

Profile of Shri Kantilal A. Puj: Shri Kantilal A. Puj (DIN: 09273355), aged 73 years, is an Independent Director of the Company. He is also a trustee of some educational trusts. Shri Kantilal 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 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 25.8.2015 to 30.9.2015 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.

Now, based on performance evaluation and recommendation of Nomination and Remuneration Committee and as per the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and SEBI (LODR) Regulations, 2015, Shri Kantilal A. Puj is eligible for re-appointment as an Independent Director of the Company.

The Company has received declaration from Shri Kantilal A. Puj that he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and he is not debarred by SEBI or any other authority from holding the office of Director.

The Company has also received declaration from Shri Kantilal A. Puj that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 (1)(b) of the SEBI Listing Regulations, 2015.

The Company has received notice from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Kantilal A. Puj as an Independent Director of the Company.

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

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that no listed company shall appoint or continue the directorship of any person as Non-executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Accordingly, Shri Kantilal A. Puj will attain the age of 75 years on 2nd May, 2023 and his appointment as Independent Director shall be valid upto 12th August, 2027, subject to the approval of shareholders in the ensuing Annual General Meeting.

In order to comply with the provisions, the Nomination and Remuneration committee and Board recommends the continuation of directorship of Shri Kantilal A. Puj, Independent Director, even after he attains the age of 75 years, till the expiry of his term of re-appointment. The approval pursuant to Regulation 17(1A) is sought for the re-appointment of Shri Kantilal A. Puj as an Independent Director for a second term of five (5) years.

In view of the aforesaid provisions of the Act and considering his rich experience, valuable guidance to the Company and better Board performance as an Independent Director, the Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the re-appointment of Shri Kantilal A. Puj as an Independent Director for a second term of five (5) consecutive years w.e.f 13th August, 2022 (date of re-appointment) upto 12th August, 2027 for approval of the

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

Members of the Company by way of Special Resolution even after he will attain the age of 75 years during the second term of his appointment.

Copy of the draft letter for appointment of Shri Kantilal A. Puj, Independent Directors setting out the terms and conditions thereof is available for inspection without payment of any fee by the Members at the Registered Office and Corporate Office of the Company during normal business hours (9:30 A.M. to 6:00 P.M.) on any working day, upto and including the date of AGM of the Company.

Shri Kantilal A. Puj 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.

Except Shri Kantilal A. Puj, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Shri Kantilal A. Puj is not related to any Director of the Company. Brief profile of Shri Kantilal A. Puj, nature of his expertise in functional areas and other relevant details including relationships between directors as required under SEBI Listing Regulations, 2015 and the Secretarial Standard – 2 and other provisions of applicable laws are annexed to the Notice.

The Board recommends the resolution set out in the Item No. 5 for approval of the Members as a Special Resolution.

For Item No. 6

The current Authorised Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crores Only) divided into

3,00,00,000 (Three Crores) Equity Shares of ₹ 10/- (Rupees Ten) each.

In order to meet the future funding requirements of the Company as well as for smooth and speedy implementation of fund raising plan, if any, extra Authorised Share Capital should be available with the Company for issuing fresh equity share capital. Therefore, the Company require to increase its Authorised Share Capital and consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The Board at its meeting held on 6th August, 2022 has proposed to increase the authorised share capital to ₹ 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of ₹ 10/- (Rupees Ten) each.

Pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, increase in the authorised share capital and alteration of the capital clause of the Memorandum of Association, requires approval of the members.

The Board recommends the resolution set forth in Item No. 6 relating to the increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association for the approval by the Members of the Company by way of an Ordinary Resolution.

None of the Director, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 6.

ANNEXURE TO ITEM NO. 3, 4 & 5 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 K. Thakkar	Mr. Krupesh G. Thakkar	Mr. Kantilal A. Puj
Designation	Whole Time Director (Executive Director)	Managing Director (Executive Director)	Non-executive Independent Director
DIN	06432117	01059666	09273355
Date of Birth	29 th September,1992	21 st October, 1970	2 nd May,1949
Date of Appointment	13.08.2021 (Regularized in AGM dated 27.09.2021)	Since date of inception i.e. 24.05.1993	13.08.2021 (Regularized in AGM dated 27.09.2021)
Qualification	Bachelor of Commerce (B.Com)	Bachelor of Commerce (B.Com)	Master degree in Arts (M.A) and L.L.M from Gujarat University
Brief Resume and Nature of expertise in specific functional areas	Business Management, Marketing, Project development and implementation etc.	Vast experience in General Management, Production & Purchase	Corporate Law, Income tax, Arbitration etc.
No. of shares held in the Company as on 31st March, 2022 (in his personal capacity)	300420	3061939	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	Son of Mr. Krupesh G. Thakkar, Managing Director of the Company.	Father of Mr. Rushil K. Thakkar, Whole Time Director of the Company	No relationship

By order of the Board,
For Rushil Décor Limited

Date: 6th August, 2022
Place: Ahmedabad

Hasmukh K. Modi
Company Secretary

BOARD'S REPORT

To
The Members,

Your Directors are pleased to present the 28th Annual Report of Rushil Decor Limited ("the Company") together with the audited financial statements for the year ended 31st March, 2022.

FINANCIAL SUMMARY AND HIGHLIGHTS

The financial performance for the year ended 31st March, 2022 is summarised below:

	(₹ in Lakhs)	
Particulars	2021-22	2020-21
Revenue from Operations	62416.90	33544.38
Other Income	141.24	432.27
Profit before Depreciation, Finance Costs and Tax Expense	7,535.36	4,081.61
Less: Depreciation and Amortisation Expenses	2,436.81	973.24
Profit before Finance Costs and Tax Expense	5,098.55	3,108.37
Less: Financial Costs	2,030.84	1,241.90
Profit before Tax Expense	3,067.71	1,866.47
Less: Tax Expense (Current & Deferred)	787.25	494.64
Profit after Tax	2,280.47	1,371.83
Add: Other Comprehensive Income/loss for the year	(7.41)	(23.76)
Total Comprehensive Income	2,273.06	1,348.07
Balance of Retained Earnings for earlier years	12,680.48	11,418.93
Less: Final Dividend Paid	99.51	86.52
Balance carried forward	14,854.03	12,680.48

COMPANY'S FINANCIAL PERFORMANCE

Net revenue from operations increased to ₹ 62,416.90 Lacs as against ₹ 33,544.38 Lacs in the previous year showing an accelerated growth of ₹ 28,872.52 Lacs which is around 86.07%.

The Profit before Tax for the current year is ₹ 3,067.71 Lacs as against ₹ 1,866.48 Lacs in the previous year showing a growth of ₹ 1,201.23 which is around 64.36%.

The Profit after Tax (PAT) for the current year is ₹ 2,280.47 Lacs as against the profit of ₹ 1,371.83 Lacs in the previous year showing growth of 66.23%. The growth in PAT of current financial year is mainly driven by increase in net revenue from sales of MDF Boards during the year.

Except this, there are no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year 2021-22 and the date of this Report.

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

KEY BUSINESS DEVELOPMENTS

TEMPORARY SHUT DOWN OF MDF PLANT

During the year 2021-22, Company's Medium Density Fibre Board Manufacturing Unit (MDF Plant) located at Chikmagalur, Karnataka was temporarily closed for manufacturing activities for approximately 60 days starting from 9th October, 2021 on account of planned preventive maintenance activities undertaken thereat as well as for replacement of some of the major parts of the plant. Further, from 6th December, 2021, the Company recommenced its regular Commercial productions/operations at this Plant.

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 2021-22 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 May, 2022 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, 2022, subject to the approval of the Members at the ensuing 28th Annual General Meeting. The Final dividend is payable to those Shareholders whose names appear in the Register of Members as on the Book Closure / Record Date fixed by the Company.

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

INDUSTRY OVERVIEW

Company has two main business segments, i.e. MDF Board and laminates. In 2021-22, laminates and allied products have contributed 30% to Company's revenue and MDF has contributed 69% to Company's revenue.

GLOBAL PANDEMIC – COVID-19

During the year, the second wave of the COVID-19 pandemic accelerated across the country. Even as the country scrambled to drive vaccination, various forms of restrictions were imposed initially, and then continuous or partial lockdowns were placed across cities and states by local authorities. The virus affected many of the employees and their family members as well.

For safety of workers, the Company has taken various measures to control COVID-19 at its plants and workplaces such as sanitisation, thermal and oxygen level checking of employees reporting for duty.

The lockdown was lifted thereafter and economic activity resumed to its normal levels, the Company was able to achieve normalcy in operations by end of 2021-22.

CAPITAL STRUCTURE

During the year, there were no changes to authorised Share Capital.

However, during the year, the paid-up share capital is changed because the Company has demanded First,

Second and Final call money on 536817 Partly Paid up Rights Equity shares on which the call money was not paid. Further, out of this 536817 Partly Paid up Rights Equity shares, the Company has converted 527970 shares from Partly Paid up Equity shares into Fully Paid up Equity shares upto 31st March, 2022. Accordingly, the Paid up share capital is increased from ₹ 19,73,43,915 to ₹ 19,90,26,530/-.

Further, after 31st March, 2022, the Company has received First, Second and Final call money on 6665 partly paid up Rights Equity shares which were converted into fully paid up equity shares on 23rd April, 2022. Accordingly, the Paid-up share capital is further increased from ₹ 19,90,26,530 to ₹ 19,90,70,437.50/-. Accordingly, as on the date of this report (i.e. 24th May, 2022) the Company has 2182 Partly Paid up Rights Equity shares.

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, the Company demanded First, Second and Final call money vide Final reminder cum Forfeiture Notice dated 6th July, 2021 for payment of balance call money in respect of 536817 Partly Paid up Rights Equity shares on which call money was not paid. Out of these 536817 shares, the Company has received the balance call money on 527970 partly paid up equity shares which were converted into fully paid up equity shares upto 31st March, 2022. Accordingly, the Paid up share capital is increased from ₹ 19,73,43,915 to ₹ 19,90,26,530/-.

However, after 31st March, 2022, vide Last reminder cum Forfeiture Notice for payment of First, Second and Final call money dated 7th March, 2022 and Last Reminder cum Forfeiture Notice for payment of Second and Final Call money dated 7th March, 2022, the Company has further received balance call money on 6665 Rights Equity shares which were converted into Fully paid up shares on 23rd April, 2022.

Accordingly, the Company has 2182 Partly Paid up Rights Equity shares as on date of this report.

BOARD'S REPORT (Contd.)

CREDIT RATING

The Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilisation of funds in India or abroad during the financial year ended 31st March, 2022.

The Infomeric Valuation and Rating Private Limited have assigned IVR BBB+ rating to Company's Long-Term bank facilities and have assigned IVR A2 rating for short term bank facilities. The Outlook is Stable.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

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

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

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

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

c) Year wise amount of unpaid/unclaimed dividend lying in the unpaid account upto 31st March, 2022, 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, 2022)	Due date of Transfer to IEPF Authority
Interim Dividend in 2015-16, Board Meeting held on 12 th March, 2016	51,194.00	15 th April, 2023
Final Dividend for 2015-16, AGM held on 27 th September, 2016	11,982.50	29 th October, 2023

Date of dividend declaration	Unclaimed Dividend (As on 31 st March, 2022)	Due date of Transfer to IEPF Authority
Final Dividend for 2016-17, AGM held on 23 rd September, 2017	3,648.00	24 th October, 2024
Final Dividend for 2017-18, AGM held on 22 nd September, 2018	58,570.50	22 th October, 2025
Final Dividend for 2018-19, AGM held on 21 st September, 2019	46,639.00	25 th October, 2026
Final Dividend for 2019-20, AGM held on 18 th December, 2020	46,083.84	22 nd January, 2028
Final Dividend for 2020-21, AGM held on 27 th September, 2021	2,69,003.63	1 st November, 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. Members are therefore requested to ensure that they claim the dividends referred above before it will transferred to the IEPF Account.

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

d) Details of 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:

BOARD'S REPORT (Contd.)

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

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. Rushil Krupesh Thakkar (DIN 06432117), 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 following changes were made in Composition of Board of Directors.

Cessation of Director:

- ✧ Mr. Rohit Bhailalbhair Thakkar, a Non-Executive Independent Director (DIN: 06538323) of the Company passed away on Saturday, 3rd July, 2021. Hence, he ceased to be a Non-Executive Independent Director of the Company with effect from 3rd July, 2021.
- ✧ Mr. Ghanshyambhai Ambalal Thakkar, Past 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 his health issues. Further,

Mr. Ghanshyambhai Ambalal Thakkar passed away on 25th August, 2021.

Appointment of Director:

- ✧ Mr. Rushil K. Thakkar (DIN: 06432117) appointed as an Additional Director as well as Whole Time Director in the Board Meeting held on 13th August, 2021 subject to the approval of the shareholders in the Annual General Meeting. Further, the Shareholders of the Company at their meeting held on 27th September, 2021 have approved and regularised the appointment of Mr. Rushil K. Thakkar as Whole Time Director of the Company.
- ✧ Mr. Kantilal A. Puj (DIN: 09273355) appointed as an Additional Independent Director in the Board Meeting held on 13th August, 2021 subject to the approval of the shareholders in the Annual General Meeting. Further, the Shareholders of the Company at their meeting held on 27th September, 2021 have approved and regularised the appointment of Mr. Kantilal A. Puj as an Independent Director of the Company.
- ✧ Mr. Krupesh G. Thakkar (DIN: 01059666), Director of the Company appointed as a Chairperson of the Company in the Board Meeting held on 13th August, 2021.

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

Re-appointment of Director:

The members at their 23rd Annual General Meeting held on 23rd September, 2017, had reappointed Mr. Krupesh G. Thakkar (DIN: 01059666) as Managing Director for a term of five years effective from 1st September, 2017 to 31st August, 2022. His office of directorship is due for retirement on 31st August, 2022.

Therefore, pursuant to the provisions of the Companies Act, 2013 ("the Act"), Articles of Association of the Company and based on the recommendations, if received from the Nomination and Remuneration Committee and the Board of Directors at their respective meetings, the Company may consider the re-appointment of Mr. Krupesh G. Thakkar, as Managing Director of the Company for further term of five (5) years w.e.f. 1st September, 2022 to 31st August, 2027.

Further, the members at their 27th Annual General Meeting held on 27th September, 2021, had appointed Mr. Kantilal

BOARD'S REPORT (Contd.)

A. Puj (DIN: 09273355) as an Independent director to hold office for a term of One year effective from 13th August, 2021 to 12th August, 2022.

Accordingly, pursuant to the provisions of the Companies Act, 2013 ("the Act"), Articles of Association of the Company, performance evaluation and based on the recommendations, if received from the Nomination and Remuneration Committee and the Board of Directors at their respective meetings, the Company may consider the re-appointment of Mr. Kantilal A. Puj as an Independent Director of the Company for second term.

Profile and other information of Mr. Rushil Krupesh Thakkar and other directors as required under Regulation 36 of SEBI Listing Regulations, 2015 and Secretarial Standard - 2 are given in the Notice of the 28th AGM of the Company. The above proposals for re-appointment form part of the Notice of the 28th AGM and appropriate resolutions for the re-appointment of the aforesaid directors are being moved at the ensuing Annual General Meeting, which the board recommends for your approval.

Key Managerial Personnel

During the year, Mr. Ghanshyambhai A. Thakkar, Whole Time Director as well as Chairman of the Company resigned from the post of Director on 13th August, 2021. Consequent to this, the board of directors has appointed Mr. Krupesh G. Thakkar as a Chairman in place of Mr. Ghanshyambhai A. Thakkar in their meeting held on 13th August, 2021.

Further, Mr. Rushil K. Thakkar has been appointed as a Whole Time Director of the Company w.e.f. 13th August, 2021.

Further, during the year under review, Mr. Vipul S. Vora, Chief Financial Officer (CFO) of the Company took retirement from the post of Chief Financial Officer (CFO) of the Company and he ceased to be a Chief Financial Officer (CFO) with effect from closure of business hours on 18th March, 2022. Further, Mr. Hiren B. Padhya was appointed as a Chief Financial officer (CFO) of the Company in place of retiring CFO with effect from 19th March, 2022.

Accordingly, 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, as on the date of the end of financial year 2021-22, Mr. Krupesh G. Thakkar, Managing Director as

well as Chairman, Mr. Rushil Krupesh Thakkar, Whole time Director, Mr. Ramnikbhai T. Kansagara, Whole time Director, Mr. Keyur M. Gajjar, Chief Executive Officer (CEO), Mr. Hiren B. Padhya, 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 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

FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

In compliance with the requirements of the Listing Regulations, the Company has put in place a familiarisation programme for the Independent Directors to familiarise them with their roles, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details

BOARD'S REPORT (Contd.)

of the familiarisation programme are explained in the Corporate Governance Report. The same is also available on the website of the Company at <https://rushil.com/admin/uploads/7/10/Familiarisation-Programmes-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 2021-22 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 and Risk Management Committee. Brief details pertaining to composition, terms of reference, meetings held and attendance thereof of these Committees during the financial year 2021-22 have been enumerated in Corporate Governance Report.

AUDIT COMMITTEE RECOMMENDATIONS

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

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

PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

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

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

The performance evaluation of 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.

BOARD'S REPORT (Contd.)

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, 2022, 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, 2022 and of the profit and loss of the Company for the financial year ended 31st March, 2022;
- (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, 2022, 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.

LOANS TAKEN FROM DIRECTORS OF THE COMPANY

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

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

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

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

RELATED PARTY TRANSACTIONS

During the FY 2021-22, Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, which were in the ordinary course of business and at arms' length basis.

BOARD'S REPORT (Contd.)

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/7/10/Rushil-Related-Party-Transaction-Policy.pdf>.

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

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR initiatives of the Company, during the financial year 2021-22 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 2021-22 as well as other details of initiatives undertaken by the Company during the Financial Year 2021-22 in CSR has detailed in this Annual Report. The Annual Report on CSR activities as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been annexed to this Report as **Annexure - [3]**.

The CSR policy is available on the website of the Company at https://rushil.com/admin/uploads/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, 2013 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 victimisation of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Protected disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

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

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

BOARD'S REPORT (Contd.)

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 19th August, 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

During the year, the term of earlier Statutory Auditors of the Company, **M/s. Parikh & Majmudar**, Chartered Accountants (Registration No. 107525W), expired at the conclusion of the 27th Annual General meeting of the Company held on 27th September, 2021.

Therefore, based on the recommendations of the Audit Committee, the Board of Directors at its meeting held on 13th August, 2021 has approved 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, who 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. Further, the shareholders of the Company at their Annual General Meeting held on 27th September, 2021 have approved 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.

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 May, 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 2021-22 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 2021-22 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, 2022 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.

IMPLEMENTATION OF CORPORATE ACTION

During the year under review, the Company has not failed to implement any Corporate Actions within the specified time limit apart from delayed listing application pertaining to right issue of partly paid up equity shares to the BSE.

ANNUAL RETURN

The Annual Return in Form MGT-7 is available on the website of Company at https://rushil.com/investor_relationship.php#a435

BOARD'S REPORT (Contd.)

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.

COST RECORDS AND COST AUDIT

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

STATEMENT OF DEVIATION OR VARIATION

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

Statement of deviation(s) or variation(s), quarter wise was placed in the respective audit committee meetings for their review. Further, a statement for the year ended 31st March, 2022, on the utilisation of proceeds of Rights Issue of the Company was placed before the Audit Committee in its meeting held on 24th May, 2022, wherein the Audit Committee noted that there was no deviation as regards to utilisation of funds from the Objects stated in the Letter of Offer for Company's Rights Issue and post its approval the same was submitted with the Stock Exchanges on 24th May, 2022.

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 2021-22, 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 2021-22, 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: 24th May, 2022

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 2021-22 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	44,64,113	13.30
Mr. Krupesh G. Thakkar	Managing Director	1,20,00,698	35.75
#Mr. Rushil K. Thakkar	Whole-Time Director	76,70,647	22.85
Mr. Ramanik T. Kansagara	Whole-time Director	26,68,033	7.95

*Remuneration paid to Mr. Ghanshyambhai A. Thakkar is upto 13th August, 2021 as he resigned from the post of Chairman as well as Director of the Company w.e.f. 13th August, 2021.

#Remuneration paid to Mr. Rushil K. Thakkar is from 13th August, 2021 to 31st March, 2022 because he is appointed as a Director of the Company w.e.f. 13th August, 2021. It also includes the remuneration that was paid to him in the capacity of employee for the period 1st April, 2021 to 12th August, 2021.

- 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 ₹ 3,35,683/- per annum for the financial year 2021-22.
- The aforesaid details are calculated on the basis of remuneration for the financial year 2021-22.

B. Details of percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer & Company Secretary in the financial year 2021-22 are as follows:

Name	Designation	Remuneration (in ₹)		Increase (%)
		2021-22	2020-21	
¹ Mr. Ghanshyambhai A. Thakkar	Whole Time Director	44,64,113	1,00,00,246	N.A.
Mr. Krupesh G. Thakkar	Managing Director	1,20,00,698	1,00,01,181	20.00%
² Mr. Rushil K. Thakkar	Whole-Time Director	76,70,647	--	Nil
Mr. Ramanik T. Kansagara	Whole Time Director	26,68,033	22,22,168	20.06%
Mr. Keyur M. Gajjar	Chief Executive Officer	76,21,025	55,85,197	36.45%
³ Mr. Vipul S. Vora	Past Chief Financial Officer (upto 18/03/2022)	47,79,939	43,39,386	10.15%
⁴ Mr. Hiren B. Padhya	Present Chief Financial Officer (from 19/03/2022)	1,82,303	--	N.A.
Mr. Hasmukh K. Modi	Company Secretary	23,69,606	19,95,963	18.72%

Notes:

¹Mr. Ghanshyambhai A. Thakkar received remuneration upto 13th August, 2021 as he resigned from the post of Chairman as well as Director of the Company w.e.f. 13th August, 2021. Hence, remuneration in Financial Year 2021-22 is not comparable with remuneration received in financial year 2020-21.

²Mr. Rushil K. Thakkar received remuneration from 13th August, 2021 to 31st March, 2022 as director of the Company because he was appointed as a Director of the Company w.e.f. 13th August, 2021. It also includes the remuneration that

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

was paid to him in the capacity of employee for the period 1st April, 2021 to 12th August, 2021. Hence, remuneration in Financial Year 2021-22 is not comparable with remuneration received in financial year 2020-21.

³Mr. Vipul S. Vora received remuneration only upto 18th March, 2022 (i.e. from 1st April, 2021 to 18th March, 2022) as he retired from the post CFO w.e.f. closing hours on 18th March, 2022.

⁴Mr. Hiren B. Padhya received remuneration from 19th March, 2022 to 31st March, 2022 as he was appointed as a CFO w.e.f. 19th March, 2022. Hence, remuneration in Financial Year 2021-22 is not comparable with remuneration received in financial year 2020-21.

⁵In the percentage increase of remuneration, it is not comparable for the reporting years. Attention however is drawn that in the Financial Year 2020-21, Directors and KMP waived off some portion of their remuneration to meet with the exigencies and financial liquidity during the Covid Pandemic.

Notes:

1. 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.
2. 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 2021-22: 15.76%

D. Number of permanent employees on the rolls of the Company as on 31st March, 2022: 700 employees

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

Remuneration to Managerial Personnel (MD & WTD) is increased 20% in 2021-22 compared to 2020-21. While Average salary of all employees other than Managerial Personnel is increase by 19.26% in 2021-22 compared to 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.

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 2021-22:

No	Name	DOB	Designation*	Remuneration Received (CTC PA)	Qualification	Date of commencement of employment	Experience	Last employment
1	Krupesh Thakkar	21 st October, 1970	Chairman & Managing Director	1,20,00,698	B.Com	24 th May, 1993	30	NA
2	Keyur Gajjar	19 th February, 1971	CEO	76,21,025	BE, MBA	1 st April, 2005	26	M/S. GMDC, Ahmedabad
3	Rushil Thakkar	29 th September, 1992	Whole-Time Director	76,70,647	B.Com., Online certificate course in MBA Essential from "The London School of Economics and Political Science"	1 st April, 2013	9	NA

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

No	Name	DOB	Designation*	Remuneration Received (CTC PA)	Qualification	Date of commencement of employment	Experience	Last employment
4	Krupa Thakkar	29 th April, 1971	Sr. Vice President	57,72,629	Dip. Home Sc.	1 st April, 2007	15	NA
5	¹ Ghanshyambhai Thakkar	18 th November, 1943	Past Chairman	44,64,113	B. Sc., Dip. Civil Engg.	8 th March, 2007	42	NA
6	² Vipul S. Vora	20 th July, 1957	CFO	47,79,939	CA, CAAT, D.I.S.A (ICA)	5 th December, 2006	40	Shree Rama Multi-Tech Limited
7	Dheer Singh Chauhan	10 th April, 1958	Vice President	46,00,000	Dip. Mech Engg.	1 st July, 2018	39	Century Plyboard India Limited
8	Prosanta Kumar Ghosh	20 th August, 1956	Vice President	40,03,596	Dip. Mech Engg.	1 st July, 2018	39	Mangalam Timber Prodcuts Limited
9	Sanjiv Sharma	6 th September, 1960	General Manager	38,68,692	Graduate	12 th April, 2014	39	Asian Granito India Limited
10	Jikesh Thakkar	25 th August 1969	Sr. Vice President	35,61,252	B.Com & DMS	1 st December, 2007	26	Disaster Mitiration Institute
11	Rama Ganpathy	28 th January, 1968	General Manager	35,49,948	Diploma – Ele./ MBA	1 st December, 2012	34	Sree Sakthi Paper Mills Limited

*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.

¹Mr. Ghanshyambhai A. Thakkar received remuneration upto 13th August, 2021 as he resigned from the post of Chairman as well as Director of the Company w.e.f. 13th August, 2021.

²Mr. Vipul S. Vora received remuneration only upto 18th March, 2022 (i.e. from 1st April, 2021 to 18th March, 2022) as he retired from the post CFO w.e.f. closing hours on 18th March, 2022.

^ 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
RUSHIL THAKKAR	Son	KRUPESH THAKKAR
KRUPESH THAKKAR	Father	RUSHIL THAKKAR

- List of every employee, who if employed throughout the financial year 2021-22, was in receipt of remuneration for that year which, in the aggregate, was not less than ₹ 1.02 Cr: **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 th April, 1971	Sr. Vice President	57,72,629	Dip. Home Sc.	1 st April, 2007	15	NA	17.42

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

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

Date: 24th May, 2022
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: 24th May, 2022

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

2. Composition of the CSR Committee

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

*Mr. Ghanshyambhai A. Thakkar has resigned from the post of Chairman as well as Director of the Company on 13th August, 2021. Further, he passed away on 25th August, 2021. So, he is no more associated with the Company.

3. Web-link where the Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board of Directors

Web-link of Composition of CSR Committee

<https://rushil.com/admin/uploads/7/10/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 of CSR Projects approved by the Board (Annual Action Plan)

https://rushil.com/investor_relationship.php#a435

4. 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): ₹ 20,41,50,342 /-

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

₹ 40,83,007/-

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

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

- (c) Amount required to be set off for the financial year, if any: Nil
 (d) Total CSR Obligation for Financial Year 2021-22 (7a+7b+7c): ₹ 40,83,007

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
31,58,215/-	*19,07,000	01.04.2022	NA	NA	NA

*The Company has transferred the Unspent CSR amount pertains to an Ongoing Project with Separate Bank account namely "UNSPENT CSR ACCOUNT OF MS RUSHIL DECOR LIMITED FOR 2021-22" in the month of April, 2022 opened with Bank of Baroda, Kalol Branch.

- (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	
1.	CSR Expense for Haraniyav School Project	(ii)	Yes	Gujarat	Ahmedabad	Throughout the Financial Year and expected to be completed before end of 2022-23

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
35,00,000	15,93,000	19,07,000	No	Yes, through Implementing agency named Shree Ghanshyam Pariwar Trust	CSR00019390

- (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.	Food, Medical & Water Plant Equipment	Clause I of Schedule VII	Yes	Gujarat & Karnataka	Ahmedabad & Chikmagalur	6,54,124	Direct as well as Through Implementing agency	Shree Ghanshyam Parivar Trust	CSR00019390
2.	Promoting Education	Clause II of Schedule VII	Yes	Gujarat	Ahmedabad	3,21,210	Direct as well as Through Implementing agency	Shree Ghanshyam Parivar Trust	CSR00019390

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
3.	Old age facility	Clause III of Schedule VII	Yes	Gujarat	Ahmedabad	3,000	Through Implementing agency	Shree Ghanshyam Parivar Trust	CSR00019390
4.	Environment Sustainability and Animal Welfare	Clause IV of Schedule VII	Yes	Karnataka	Chikmagalur	1,29,701	Direct as well as Through Implementing agency	Shree Ghanshyam Parivar Trust	CSR00019390
5.	measures for the benefit of armed forces veterans	Clause VI of Schedule VII	Yes	Andhra Pradesh	Atchutapuram	2,00,000	Direct	-	-
6.	training to promote sports	Clause VII of Schedule VII	Yes	Gujarat	Ahmedabad	57,180	Direct	-	-
7.	rural development projects	Clause X of Schedule VII	Yes	Andhra Pradesh	Atchutapuram	2,00,000	Direct	-	-
Total						*15,65,215			

*The above amount is the amount of CSR expenditure incurred only for CSR activities or Programmes other than ongoing project. The Company has spent ₹ 15,93,000/- towards ongoing project as mentioned in Point (b) above out of ₹ 31,58,215/- spent during the Financial year 2021-22.

- (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) – ₹ 31,58,215
- (g) Excess amount for set off, if any

Sr. No.	Particulars	Amount in (₹)
1.	Two percent of average net profit of the Company as per section 135(5)	40,83,007
2.	Total amount spent for the Financial Year	31,58,215
3.	Excess amount spent for the financial year [(ii)-(i)]	--
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

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							

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

(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								

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 (asset-wise details): **Not Applicable**

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- 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**

During the year, the Company has spent an amount of ₹ 31,58,215/- on the CSR activities upto 31st March, 2022 against the CSR obligation of ₹ 40,83,007/- and has deposited ₹ 19,07,000/- in respect of an ongoing project in Unspent CSR Expenses Account opened with Bank of Baroda in the month of April, 2022.

Place: Ahmedabad
Date: 24th May, 2022

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

(ii) Capital Investment on energy conservation equipment: NIL

(iii) Impact of energy conservation measures:

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

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

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

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

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

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

(iv) Expenditure on Research and Development:

The Company has not incurred any specific or material capital expenditure on research and development. Company is doing it in-house with existing set up.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign exchange earned in terms of actual inflows during the Financial Year 2021-22 was ₹ 131.77 Cr (equivalent value of various currencies).

Foreign exchange outgo in terms of actual outflows during the Financial Year 2021-22 was ₹ 76.77 Cr (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, 2022

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

To,

The Members,

Rushil Decor Limited

(CIN: L25209GJ1993PLC019532)

Ahmedabad

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rushil Decor Limited** (hereinafter called the "**Company**"). 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 authorised 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, 2022 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, 2022, 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;
 - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (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

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

- 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

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.

However, during the period under review, the BSE Limited has imposed a fine of ₹ 4,20,000/- (₹ 20,000 per day for 21 days) plus Applicable Taxes on the Company on 24th May, 2021, due to non-compliance of Schedule XIX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19/08/2019 by the Company towards delay in filing an application with BSE Limited for seeking listing approval for 253760 Rights Equity shares of ₹ 10/- each. The Company has paid fine of ₹ 4,95,600/- (including taxes) to BSE Limited towards fine imposed on Company on 29th May, 2021.

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, during the year the Company has demanded First, Second and Final call money on 536817 Partly Paid up Rights Equity shares. Out of this 536817 Partly Paid up Rights Equity shares, the Company has received First, Second and Final call money on 527970 Rights equity shares which were converted from Partly Paid up Equity shares into Fully Paid up Equity shares.

As on 31st March, 2022, the Company has 8847 Partly Paid-up Rights Equity shares.

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

I further certify 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.

For, Shalin Jain & Associates

Shalin M. Jain

Practicing Company Secretary

ACS No: 30427

CP No: 21379

UDIN: A030427D000378071

Date: 24th May, 2022

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 Decor 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: A030427D000378071

Date: 24th May, 2022

Place: Ahmedabad

MANAGEMENT DISCUSSION AND ANALYSIS

Indian Economy

The year 2021-22 witnessed several positive moments as compared to the crosswinds faced in the earlier fiscal year. Though the first quarter of 2021-22 witnessed second wave of Covid-19, but on the positive front, the country was well prepared to tackle the adversities. As a result, the number of days of lockdowns were lower and the gradual opening up of the economy was quicker. With mass vaccination drive in the later half of the year, the Indian economy started showing V-shaped recovery. According to IMF's World Economic Outlook (Apr 22), the world economy is projected to grow by 3.6% each in 2022 and 2023, compared to a growth of 6.1% in 2021, and normalise in the range of 3.3%-3.4% over the medium term. According to several leading research institutions, Indian economy has the potential to deliver the highest GDP CAGR globally in the medium term amongst large economies, driven by various structural policy measures, taken by the Indian Government. The economy is further expected to benefit from the structural positives like higher urbanisation, increase in discretionary spending, Government's push on transparency through digitisation and reforms in various sectors. India's medium-term growth is supported by demand-side stimulus, provided by the current fiscal budget, promoting an uptick in public investment with main focus on infrastructure investments.

(Source: <https://www.imf.org/en/Publications/WEO>)

Outlook

The demand situation is gradually moving back to pre-pandemic levels. According to FICCI, the Indian economy is expected to witness 7.4% growth for 2022-23. Besides, strong financial markets and capital inflows coupled with Government initiatives to boost the manufacturing capacity will continue to generate momentum in the economic growth. Rising geo political crisis and inflation across key commodities remain a challenge in the medium term, however, the long term outlook seems promising.

(Source: <https://news.clearfax.in/indias-gdp-growth-for-fy23-is-estimated-at-7-4-ficci/7867/#:~:text=The%20FICCI's%20Economic%20Outlook%20Survey,to%20the%20global%20economic%20recovery.>)

Industry Structure and Development

The furniture market is broadly categorised into residential projects, commercial projects and institutional projects. The Indian furniture industry is known for its rich handicraft and attractive traditional and classy art and designs. To produce aesthetically superior furniture for use in household and commercial areas, furniture manufacturing has evolved dramatically, from manual to semi-automated and automatic manufacturing modes. Besides, changing consumer preferences and the adoption of wood alternatives to reduce deforestation and extended life of furniture, shall be the key essentials for the growth of this industry. The Indian furniture market size was estimated at USD 55 Bn and is expected to clock a CAGR of 12.91% during 2020-24, while the global furniture market was estimated at USD 1.1 Tn in 2020. The Indian furniture market accounted for 5% of the global demand, which indicates growth potential, especially at a time when a number of global buyers are looking towards India as an alternative furniture-manufacturing base to China.

Post Covid-19, there has been a strong acceleration in the home decor industry. The industry offers enormous growth opportunities in the form of import substitution, increasing exports and focus on home improvement in the wake of WFH/hybrid work culture. Besides, increasing real estate demand, Government's focus on housing, infrastructure & sanitation, and changing lifestyles also acts as important catalyst to the growth of the industry, especially for the players in the organised segment.

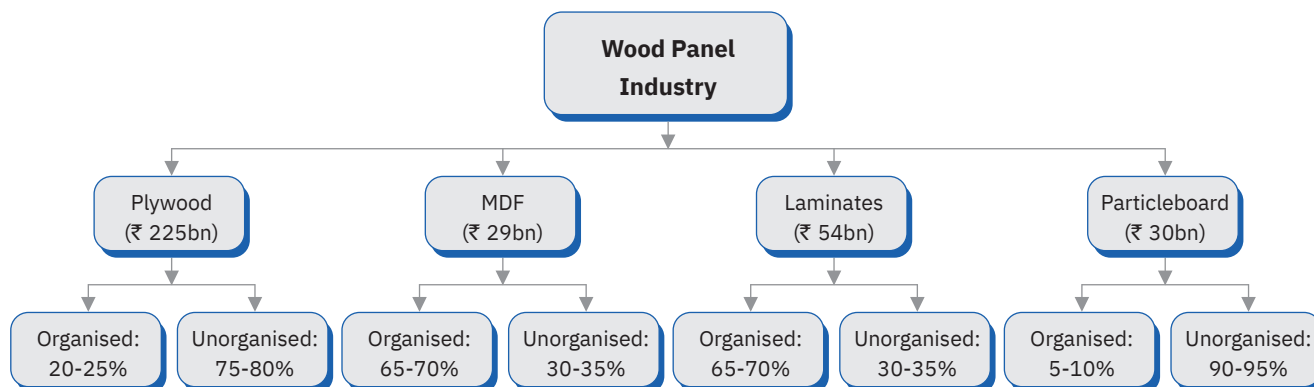
Aligned to this growth opportunity, wood panel industry would be the largest beneficiary, followed by increasing and strong growth in laminates' exports and import replacement in MDF.

Wood Panel Industry

The wood panel industry forms an integral part of the furniture industry. The furniture made from wood panel are highly flexible, lightweight and find multiple usage. With the increase in work from home, learn from home practices for students, the demand for study tables, work tables, and home office setups has generated higher revenues for the segment. Besides, emerging demand from the construction of new offices, residential flats, and societies etc. also contributes significantly.

Management Discussion And Analysis (Contd.)

Wood panel industry - structure



(Source- Edelweiss Home Decor Focus Report 2021)

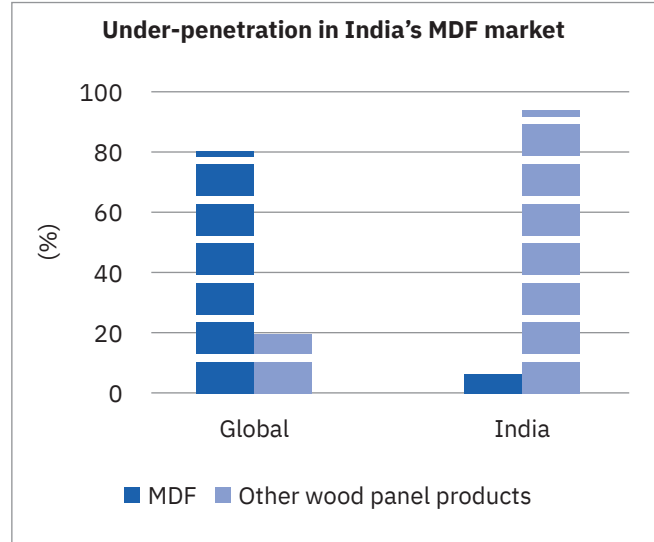
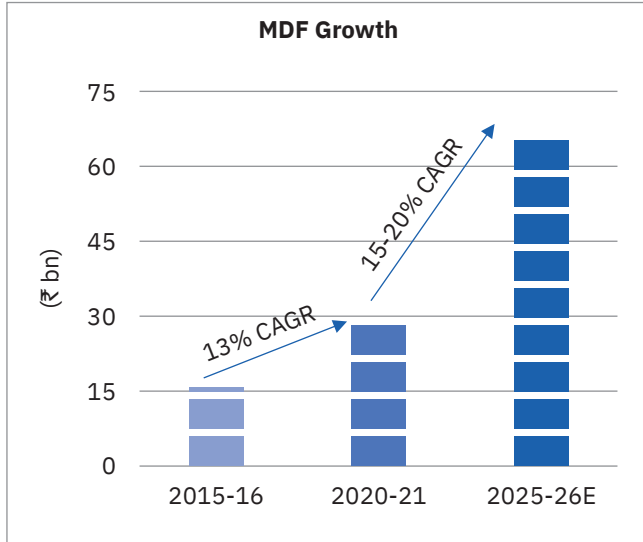
Medium Density Fibreboard (MDF)

Medium-density fibreboard (MDF) is an engineered wood panel that is formed by coalescing wood fibres obtained from breaking down hardwood and softwood in a defibrillator. It has a non-directional grain structure, making it an ideal wooden material for cutting, machining drilling processes without the production of chips or splinters. Furthermore, the absence of knot makes it easier for finishing, making it suitable for application in the interior decoration of houses and offices. They are usually denser and economical as compared to plywood. These factors make it an excellent alternative material for application wherein moisture resistant and very high impact resistance are not obligatory attributes. Currently, MDF is the best performing sub-segment in the wood panel industry. The demand for MDF is expected to remain robust as there is increased acceptance for ready-made furniture post the pandemic.

Some of the key attributes include:

- Finds diverse application across handicrafts, gift boxes, photo lamination & frames, shoe heels, automobile door trims, loud speakers and textiles planks, among others
- Withstands both heat and humidity
- Suitable for the entire range of home furniture such as modular kitchen, wardrobes and others
- More stable than the solid wood
- Larger lifespan of over 10 years
- Saves tree as it follows recycling process
- Has no greens as it is not a real product, but easy to cut and drill without any damage

Management Discussion And Analysis (Contd.)



The current industry size is around ₹ 5,500 Cr, and 33% of India's requirement is met through imports from China, Malaysia, Thailand and Sri Lanka. Owing to its significant advantages over plywood, MDF is emerging to be the fastest-growing category in the wood panel industry witnessing a 15–20% CAGR, and is estimated to touch ₹ 65 Bn by 2025-26. The penetration levels are still low in India — accounting for only 7% of the entire plywood industry as against 80% globally. Burgeoning urbanisation, better durability and cost benefits compared to B & C grade plywood and the increasing aspiration of millennials towards lifestyle house decor, will continue to generate demand for MDF.

Laminate Sheets

Laminate sheets are used to enhance surfaces like walls and furniture, and provide them aesthetic touch as well as improve their longevity. Its application includes layer digital layer, unicolour, sync series, resistance grade, high gloss and lab grades, among others. It comes in various dimensions like 8ft X 4ft (2440mm X 1220mm) | 9ft X 4.25ft (2800mm X 1300mm) and 10ft X 4.25ft (3050mm X 1300mm).

The current industry size is estimated to be around ₹ 6,000 Cr While the domestic growth during the year, remained largely flat owing to the lockdowns, the exports continued to dominate with larger demand from Europe, US and various other countries in the APAC region. However, the future for laminates is bright owing to factors, such as rising population, rapid urbanisation and increasing construction

activities across both residential and commercial utilities. This, in turn, is expected to positively influence the demand for laminates.

Opportunities and Threats

Opportunities

Population: Increasing population is leading to higher demand for housing structures, further resulting in demand for building materials.

Tourism demand: With easing of Covid-19 relaxations, the demand from the commercial industry like hotels and hospitality will be back on track.

Urbanisation and change in life style: Rapid urbanisation and aspiration for lifestyle products will lead to surge in demand.

Nuclear family: The increasing trend of nuclear family, that is forming multiple single families out of one large joint family is leading to a demand for housing and furniture.

Demand in Tier II and Tier III cities: The increasing income levels in the tier II and tier III cities has been evident from the constantly increasing demand for state-of-the-art furnishing. It crease yet another opportunity for the demand of furnishing products.

Furniture e-retailing: Post-Covid-19, there has been a significant rise in demand for furniture through the online medium. While there has been a rise in the need for modular, multi-functional and customised furniture for home and offices, the lockdown saw a shift, with consumers

Management Discussion And Analysis (Contd.)

preferring to purchase online, rather than from traditional stores. This seems to have changed the face of furniture retail in India for good.

Threats

Raw material: Volatility in raw material or its timely availability may lead to delay in delivering end-products.

New entrants: The number of new entrants in the decor industry will drive constant demand for innovation, and delivering better quality.

Shortage of man power: Challenges of labour migration and their unavailability at the time of demand, posed a significant challenge upon the industry.

Anti-dumping duty: Absence of such duties can create a threat from imports.

Government Initiatives

The Make in India and Vocal for Local movement reflects Government's ambitious plans of increasing the share of manufacturing, from 16% to 25% by 2025. Besides, several measures towards well-being of the rural India will generate additional income for this segment, further leading to better quality of life. The Government of India is also promoting the housing sector through favourable tax regulations and measures such as affordable housing, which shall directly increase the demand for ready-to-move-in houses/offices and modular furniture.

Segmental Performance

With over two and half decades rich experience, our Company is mainly focused on two segments that is Laminates and MDF Board with global footprints across 47 countries.

The revenue from operation coming from MDF Board segment has increased by more than 65% in the year 2021-22 and for Laminate Sheet it has declined from 52.35% to 30.40% in the year 2021-22, suggesting a further shift of business towards MDF Board.

(₹ In Cr)

Details	Laminate Sheet		MDF Board	
	2020-21	2021-22	2020-21	2021-22
Revenue from operation	175.60	189.74	155.92	434.42
Profit before interest & tax	17.36	10.98	14.79	43.36

Focused Segments

- Laminates & allied products
- Medium Density Fibre (MDF) board
- The revenue reported by laminates & allied products segment for the year 2022 is ₹ 190 Cr, with capacity utilisation of 80% per annum
- The revenue reported by MDF board products segment for the year 2022 is ₹ 434 Cr with capacity utilisation of 76% at MDF Karnataka Plant and 56% at MDF Andhra Pradesh Plant

Key developments During the Year

Our Company had commissioned our manufacturing facility at Vishakhapatnam, and Andhra Pradesh for MDF Boards, having installed capacity of 800 CBM per day or 2,40,000 CBM per annum and achieved 56% capacity utilisation during the year. The benefit of proximity to port has further enhanced the export potential. To enrich the product portfolio of MDF products, our Company has introduced the value-added products as an extension of its MDF panel products namely MAXPRO, PROPLUS and PRELAM MDF.

Outlook for 2022-23

Going ahead, we aim to expand distribution network by opening new marketing offices and appointing new distributors. Furthermore, we aim to enhance our brand presence by penetrating into smaller cities and towns, and enhance revenues going ahead.

RISKS AND CONCERNS

Risk	Description	Silver lining
Economy and market risk	Our growth is directly or indirectly, linked with infrastructure development and real estate industry. Any ups and downs in these industry space impacts the growth.	We believe in being prepared for every upcoming circumstance. We analyse and foresee the situation and go ahead with our planning and plotting.
Competition risk	Increasing competition may lead to dilution of market share.	Our consistent investments in R&D and innovation allows us to stay ahead of the markets. We cater to large client base with long-term relation. We provide solution to our customer by following customer-centric approach.
Operational risk	Operational disruption owing to several factors like pandemic or breakdown may lead to decline in production.	We link process with planning and meet the future demand. We are flexible when it comes to accepting the change and respond to ensure uninterrupted operations.
Receivables risk	Untimely recovery of payment from customers may impact the working capital of the Company.	We have determined a credit policy with credit limit requests and approval procedures. We have adopted a process to check credit of our customer, and aggressive receivables management system to ensure timely collections with due diligence focus.
Raw material cost risk	At Rushil, we use mainly two crucial material that goes into MDF Board i.e. forestry wood and chemicals. The cost incurred and profitability structure directly or indirectly gets affected due to price hike of raw materials.	We have located MDF board manufacturing plants at Karnataka and Andhra Pradesh, to mitigate such risks. Here the agro forestry wood used as raw material to manufacture MDF is available near to the plant location.

Financial Highlight

(₹ In Cr)

Details	2021-22	2020-21
Revenue from Operation	624.16	335.44
Profit before Tax	30.68	18.66
Profit after Tax	22.80	13.72
Earnings per Share (EPS)	11.45	8.11
Non-Current Liabilities	340.91	343.49
Current Liabilities	259.06	200.79
Equity Share Capital	19.91	19.73
Other Equity	266.88	244.41
Total Equity	286.79	264.14
Total Equity & Liabilities	886.76	808.43

The consolidated financial performance of our Company for the year ended 31st March, 2022 is as follows:

- ❖ The total revenue from operations for the year ended on 31st March, 2022 was ₹ 624.16 Cr. as against ₹ 335.44 Cr. in the previous year. Even though the year was significantly affected by the pandemic, our Company generated higher revenue.
- ❖ PAT for 2021-22 stood at ₹ 22.80 Cr. as compared to ₹ 13.72 Cr. in the previous financial year.
- ❖ EPS in the year was reported to ₹ 11.45 significant growth in terms of increasing share holders' wealth.

Risks and Concerns (Contd.)

KEY FINANCIAL RATIOS:

During the fiscal year 2021-22 the details of significant change in the key financial ratios are summarised as below:

Sr. No.	Key Financial Ratios	2021-22	2020-21	Change in %	Reason for change
1	Debtors Turnover	8.62	5.44	58.48%	Trade Receivable Turnover Ratio has been improved by 58% due to <ul style="list-style-type: none"> - Timely collection from customers and - Due to rise in Turnover of MDF Segment by 177% which is having lower credit period
2	Inventory Turnover	5.21	3.95	31.86%	Inventory turnover ratio has been increased mainly due to increased sales of MDF segment <ul style="list-style-type: none"> - Due to starting of operations of new MDF Plant at Andhra Pradesh and - Increase in sales by 53% from current plant at Chikmagaluru The same has led to effective utilisation of Inventory during the year.
3	Interest Coverage ratio (in times)	2.78	2.69	3.34%	--
4	Current ratio	1.07	0.96	11.38%	--
5	Debt Equity ratio	1.46	1.43	2.07%	--
6	Operating Margin (In %)	8.17	8.81	-7.26%	--
7	Net Profit Margin	3.65%	4.09%	-10.66%	--
8	Return on Equity	8.28%	5.57%	48.65%	Profit after tax has been increased mainly due to increase in Turnover by 86% as compared to previous year, because of starting of operations of new MDF Plant at Andhra Pradesh.
9	Creditors Turnover	6.83	3.51	94.52%	As a result of increase turnover of MDF segment by 177% which is due to new plant at Andhra Pradesh and better and timely realisation of money from customers, the Company was able to make timely payments to it's raw material suppliers and service providers as compared to previous year. This has improved trade payable ratio.

Human Resource

We, at Rushil Decor Limited believe that the most valuable asset is human resource. Total workforce as on 31st March, 2022 is approximately 700. We understand that human rights are inherent, universal, indivisible and inter-dependent in nature. We promote employee retention through constant trainings and team building activities. Our aim is to help our employees with their personal and professional life balance. We further stride to provide a workplace environment that is safe, hygienic humane and which upholds the dignity of the employees. The approach includes adherence to corporate business policies and compliance with applicable laws, human rights content of the Constitution of India, National laws and policies.

Internal Control Systems and Adequacy

For the purpose of effective internal financial control, Rushil Decor Limited has adopted various policies and procedures to ensure orderly and efficient conduct of our business, including adherence to our Company's policies, safeguarding of our assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information.

Risks and Concerns (Contd.)

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, our Company has adopted various policies and procedures to safeguard our interest. These policies and procedures are reviewed from time to time. A proper reporting mechanism has been implemented in the organisation for reporting any deviation from the policies and procedures.

CORPORATE GOVERNANCE REPORT

The Corporate Governance Report for Financial Year (“FY”) 2021-22, 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 is about to keep great association with stakeholders, creation and support of trust with people associated with group be it shareholders, regulators, representatives, employees, suppliers, clients, financiers and the general public at large. We are firm in belief that corporate governance means commitment for the achievement of value-based growth and meeting the commitment within the predefined time frame without compromising with ethical standard and set of paradigms. The Company is focused on straight forwardness in every one of its dealings and spots emphasis on respectability and administrative consistence.

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

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

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

2. BOARD OF DIRECTORS

The Board of your Company has an optimum combination of Executive Directors, Non-executive Independent Directors and Woman Director with conformity of Regulation 17 of 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, 2022 is as follows:

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

Corporate Governance Report (Contd.)

Notes:

*Mr. Rushil K. Thakkar (DIN: 06432117) appointed as an Additional Director as well as Whole Time Director by board of directors on 13th August, 2021 and regularised as Whole Time Director by the Shareholders of the Company on 27th September, 2021.

**Mr. Kantilal A. Puj (DIN: 09273355) appointed as an additional Independent director by board of directors on 13th August, 2021 and regularised as an Independent Director by the Shareholders of the Company on 27th September, 2021.

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

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

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

Sr. No.	Name of the Director	No. of Board meetings		Attendance at last AGM held on 27 th September, 2021
		Held	Attended	
1	Mr. Krupesh G. Thakkar	6	6	Yes
2	Mr. Ramanik T. Kansagara	6	6	Yes
3	Mr. Rushil K. Thakkar*	6	3	Yes
4	Mr. Ghanshyambhai A. Thakkar**	6	2	NA
5	Mr. Shankar Prasad Bhagat	6	3	Yes
6	Ms. Archee D. Thakkar	6	6	Yes
7	Mr. Kantilal A. Puj***	6	3	Yes
8	Mr. Rohit B. Thakkar****	6	2	NA

*Attendance of Mr. Rushil K. Thakkar at meeting of board of directors is mentioned w.e.f. 13th August, 2021.

**Mr. Ghanshyambhai A. Thakkar resigned from the directorship as well as Chairmanship of the Company w.e.f. 13th August, 2021.

***Attendance of Mr. Kantilal A. Puj at meeting of board of directors is mentioned w.e.f. 13th August, 2021.

****Due to demise of Mr. Rohit B. Thakkar, he was ceased as Director of the Company w.e.f. 3rd July, 2021.

(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, 2022 is as follow:

Sr. No.	Name of the Director	Category of Directorship in other Listed Companies	Directorship in Listed Company other than this Company		Number of Committee position held in other Public Companies		Name of listed Company other than this Company
			As Chairman	As Board Member	As Chairman	As Committee Member	
1	Mr. Krupesh G. Thakkar	---	---	---	---	---	---
2	Mr. Rushil K. Thakkar*	---	---	---	---	---	---
3	Mr. Ramanik T. Kansagara	---	---	---	---	---	---

Corporate Governance Report (Contd.)

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	
4	Ms. Archee D. Thakkar	---	---	---	---	---	---
5	Mr. Shankar Prasad Bhagat	Independent Director	---	1	1	1	Minal Industries Limited
6	Mr. Kantilal A. Puj**	---	---	---	---	---	---

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

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

The Board met 6 (Six) times during the Financial Year 2021-22 and the time gap between two meetings was not more than 120 days. **The Board Meetings were held on (i) 14th May, 2021 (ii) 24th June, 2021 (iii) 13th August, 2021 (iv) 3rd November, 2021 (v) 12th February, 2022 (vi) 17th March, 2022**

(e) Disclosure of Relationship between Directors Inter-se

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

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

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

(g) Familiarisation Programme and Web link where details of familiarisation Programmes imparted to Independent Directors is disclosed

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

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

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

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

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

Corporate Governance Report (Contd.)

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

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

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

(i) Confirmation of independence

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

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

During the Financial year, no Independent director has resigned before expiry of his/her tenure.

However, Mr. Rohit B. Thakkar, a Non-Executive Independent Director (DIN: 06538323) of the Company passed away on Saturday, 3rd July,

2021. Hence, he ceased to be a Non-Executive Independent Director of the Company with effect from 3rd July, 2021.

(k) Code of Conduct

Your Company has framed Code of Conduct for Board of Directors and Senior Management of the Company which is available on the Company's website at https://rushil.com/admin/uploads/investors_pdf/codes_policies/or-management-under-Regulation-17-of-the-SEBI-LODR-Regulation-2015.pdf which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("Act") as well as listing regulations and senior management to provide guidance and help in 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 2021-22, all Board members and Senior Management Personnel of the Company have affirmed compliance with the code as applicable to them and a declaration to this effect signed by the CEO is attached as **Annexure-B** at the end of Corporate Governance Report.

(l) Information supplied to the Board of Directors

During the financial year 2021-22, all necessary information, as required under the applicable provisions of the Act, Listing Regulations and other applicable laws and rules were placed and discussed at the Board Meetings. Further, the dates of Board and Committee Meetings were communicated to the Directors and Committee members respectively well in advance in compliance with various provision of the law. Members were given agenda in detail along with necessary documents and information in advance of each meeting of the Board and Committee(s) by e-mail /physical as well as in meeting itself also except price sensitive information which was available in meeting only.

The Board periodically reviews compliance reports with respect to laws and regulations

Corporate Governance Report (Contd.)

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

(m) Independent Directors

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

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

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

(n) Formal letter of appointment to 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/admin/uploads/7/10/Terms-and-](https://rushil.com/admin/uploads/7/10/Terms-and-Conditions-for-Appointment-of-Independent-Director.pdf)

[Conditions-for-Appointment-of-Independent-Director.pdf](https://rushil.com/admin/uploads/7/10/Terms-and-Conditions-for-Appointment-of-Independent-Director.pdf)

(o) Separate Meeting of Independent Directors:

Pursuant to provision of Schedule IV of the Companies Act, 2013 read with Regulation 25(3) of the Listing Regulations, a separate meeting of Independent Directors was held on 12th February, 2022 *inter alia*, for the following purposes:

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

All the Independent Directors were present in the meeting held on 12th February, 2022.

(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 and committee meetings attended by them. There was no pecuniary relationship or transactions of Non-executive directors vis-à-vis the Company.

BOARD COMMITTEES

In Compliance with the various provision of the Companies Act, 2013 read with Rules framed thereunder, the Listing Regulations and other applicable law, your Company has constituted, (1) Audit Committee (2) Nomination and Remuneration Committee (3) Stakeholders Relationship Committee (4) Corporate Social Responsibility Committee (5) Risk Management Committee and other non-mandatory Committees.

Corporate Governance Report (Contd.)

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

3. AUDIT COMMITTEE

(a) Brief description of terms of references:

Your Company has constituted a qualified and independent Audit Committee in line with provisions of Section 177 of the Companies Act, 2013 read with rules framed thereunder and Regulation 18 of the Listing Regulations. As on 31st March, 2022, Audit Committee comprises four members out of which three are Non-Executive Independent Director and one is Executive Director. The Audit Committee Meetings were attended by Statutory Auditor, Chief Executive officer and Chief Financial Officer of the Company. The minutes of the meetings of the Committee are placed before the Board for noting. Mr. Has Mukh K. Modi, Company Secretary & Compliance Officer, functions as Secretary of the Committee.

Role and Term of reference

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

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

1. oversight of 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, half yearly, nine monthly financial statements before submission to the board for approval;
6. reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

Corporate Governance Report (Contd.)

7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the Company with related parties;
9. scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, whenever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. The audit committee is mandatorily reviewing the following information:
 - 1) management discussion and analysis of financial condition and results of operations;
 - 2) 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 utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
21. Reviewing and considering the following w.r.t. appointment of auditors before recommending to the Board:
 - a. qualifications and experience of the individual/firm proposed to be considered for appointment as auditor;
 - b. whether such qualifications and experience are commensurate with the size and requirements of the Company; and

Corporate Governance Report (Contd.)

- c. giving due regard to any order or pending proceeding relating to professional matters of conduct against the proposed auditor before the Institute of Chartered Accountants of India or any competent authority or any Court.
22. Review and comment upon the report made by the statutory auditors (before submission to the Central Government) with regard to any offence involving fraud committed against the Company by its officers/ employees;
23. Recommending to the Board of Directors, the appointment, remuneration and terms of appointment of Cost Auditor for the Company;
24. Review the cost audit report submitted by the cost auditor on audit of cost records before submission to the Board for approval;
25. Appointing registered valuers and defining the terms and conditions for conducting the valuation of assets/networth/ liabilities of the Company. Reviewing the valuation report and follow-up thereon;
26. Review and approve policy formulated for determination of material subsidiaries;
27. Review and approve policy on materiality of related party transactions and also dealing with related party transactions;
28. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
29. Carrying out any other function as may be statutorily required to be carried out by the Audit Committee.
30. Carrying out any other function as may be referred to the Committee by the Board.
- (b) Composition of the Committee, Name of Chairperson & Members and Attendance at the Meetings:**
- The Audit Committee met 6 Six times during the Financial Year 2021-22 and the time gap between two meetings is not more than 120 days. The Meetings were held on **(i) 14th May, 2021 (ii) 24th June, 2021 (iii) 13th August, 2021 (iv) 3rd November, 2021 (v) 12th February, 2022 (vi) 17th March, 2022**

Name of the Director	Designation	Nature of Directorship	Audit Committee Meeting details	
			Held	Attended
Mr. Shankar Prasad Bhagat	Chairman	Non-Executive/ Independent Director	6	3
Ms. Archee D. Thakkar	Member	Non-Executive/ Independent Director	6	6
Mr. Kantilal A. Puj*	Member	Non-Executive/ Independent Director	6	3
Mr. Ramanik T. Kansagara	Member	Executive Director	6	6
Mr. Rohit B. Thakkar**	Member	Non-Executive/ Independent Director	6	2

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 Monday, 27th September, 2021. 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.

*Attendance of Mr. Kantilal A. Puj at the meeting of Audit Committee is w.e.f. 13th August, 2021.

**Due to demise of Mr. Rohit B. Thakkar, he was ceased to be as Director w.e.f 3rd July, 2021.

Corporate Governance Report (Contd.)

4. NOMINATION AND REMUNERATION COMMITTEE

(a) Brief description of terms of reference:

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

The Nomination and Remuneration Committee, as on 31st March, 2022, comprises 4 (Four) directors out of which 3 (Three) are Non-Executive-Independent Directors and one is Chairman of the Company. Mr. Hasmukh K. Modi, Company Secretary acts as a secretary of the Committee.

Terms of reference

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

1. To formulate and review the criteria for determining qualifications, positive attributes and independence of a director;
2. To recommend to the Board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees and to ensure compliance with the remuneration policy set forth by the Company;
3. To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors;
4. To devise a policy on Board diversity;
5. To report on the systems and on the amount of the annual remuneration of directors and senior management;
6. To identifying persons who are qualified to become directors and who may be appointed

in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;

7. To recommend to the board, all remuneration, in whatever form, payable to senior management;
8. To decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors and recommend to the board;
9. To specify the manner for effective evaluation of performance of Board, its committees and individual directors and review its implementation and compliance;
10. To carry out such other works as may be defined by the board of directors under the framework of Listing Regulations and Companies Act, 2013, as amended from time to time.

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

The Nomination and Remuneration Committee met 2 (two) times during the Financial Year 2021-22. The Meetings were held on 13th August, 2021 and 17th March, 2022 respectively.

Mr. Shankar Prasad Bhagat, Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held on Monday, 27th September, 2021.

The details of the composition of the Committee, Name of chairperson & Members and attendance at the meetings during the financial year 2021-22 are as under:

Corporate Governance Report (Contd.)

Name of the Director	Designation	Nature of Directorship	Meeting details	
			Held	Attended
Mr. Shankar Prasad Bhagat	Chairman	Non-Executive/ Independent Director	2	2
Ms. Archee D. Thakkar	Member	Non-Executive/ Independent Director	2	2
Mr. Kantilal A. Puj*	Member	Non-Executive/ Independent Director	2	1
Mr. Krupesh G. Thakkar*	Member	Executive Director	2	1
Mr. Rohit B. Thakkar**	Member	Non-Executive/ Independent Director	2	0
Mr. Ghanshyambhai A. Thakkar***	Member	Executive Director	2	0

*Attendance of Mr. Krupesh G. Thakkar and Mr. Kantilal A. Puj at the meeting of Nomination and Remuneration Committee is w.e.f. 13th August, 2021.

**Due to demise of Mr. Rohit B. Thakkar, he was ceased to be as member of the NRC Committee of the Company w.e.f 3rd July, 2021.

***Mr. Ghanshyambhai A. Thakkar resigned from the directorship and membership of the NRC Committee of the Company w.e.f. 13th August, 2021.

(c) Performance Evaluation Criteria for Independent Directors:

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

(d) Nomination and Remuneration Policy of the Company:

The Nomination and Remuneration Policy formulated and recommended by the Nomination and Remuneration Committee is duly approved by the Board of Directors of the Company. The Nomination and Remuneration committee has formulated the criteria for appointment and remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies

Act, 2013 read with Part D of Listing Regulations. The remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of your Company.

The Nomination and Remuneration policy is applicable to all the directors, Key managerial Personnel and Senior Management Personnel of the Company.

The Policy provides guidance on:

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

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

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with provisions of Section 178(5) of the Companies Act, 2013 read with Rules framed thereunder and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements)

Corporate Governance Report (Contd.)

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:

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. Review of movements in shareholding and ownership structures of the Company.
10. Conduct a Shareholder Satisfaction Survey to judge the level of satisfaction amongst shareholders. Suggest and drive implementation of various investor-friendly initiatives.
11. Any other roles, powers and functions as mentioned in the Companies Act, 2013 read with Rules framed thereunder and SEBI (LODR) Regulations, 2015.

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

Mr. Shankar Prasad Bhagat, Non-Executive Independent Director is heading the Nomination and Remuneration Committee of the Company.

(b) The meeting of the Stakeholders' relationship Committee was held on 12th February, 2022. Composition of the Committee, Name of chairperson & Members and attendance at the meetings is as under:

Name of the Director	Designation	Nature of Directorship	No. of Meetings	
			Held	Attended
Mr. Shankar Prasad Bhagat	Chairman	Non-Executive Independent Director	1	1
Mr. Krupesh G. Thakkar	Member	Executive Director	1	1
Mr. Rushil K. Thakkar	Member	Executive Director	1	1
Mr. Ghanshyambhai A. Thakkar*	Member	Executive Director	1	0

* Mr. Ghanshyambhai A. Thakkar resigned from the directorship as well as committee position of the Company w.e.f. 13th August, 2021.

Corporate Governance Report (Contd.)

(c) Name and designation of Compliance Officer:

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

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

During the Financial Year 2021-22, Six (6) complaints were received from the Shareholders.

During the financial year, 5 (Five) complaints were resolved out of the 6 (Six) complaints received and 1 (One) complaint unresolved as on 31st March, 2022.

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 Capitalisation of previous financial year.

As the Company is falling within top 1000 listed entities based on the market Capitalisation, the 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, 2022 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. Krupesh G. Thakkar	Chairperson	Executive Director	2	2
Ms. Archee D. Thakkar	Member	Non-Executive Independent Director	2	2
Mr. Ramanik T. Kansagara	Member	Executive Director	2	2

Meetings and attendance during the year:

The Risk Management Committee met 2 (Two) times during the Financial Year 2021-22. The Meetings were held on 12th August, 2021 and 31st December, 2021 and attended by the members of the Committee as tabled herein above.

• 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:

1. To oversee the Cyber Security of the Company

2. To Monitor and review of the risk management plan
3. To formulate a detailed risk management policy which shall include:
 - ❖ A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - ❖ Measures for risk mitigation including systems and processes for internal control of identified risks.
 - ❖ Business continuity plan.

Corporate Governance Report (Contd.)

4. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
5. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
6. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
7. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken in the meeting;
8. Review of appointment, removal and terms of remuneration of the Chief Risk Officer of the Company
9. Such other Roles and Responsibility as may be from time to time prescribed by the Board of directors

❖ OTHER BOARD COMMITTEES

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

1. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- **Composition and Meeting:**

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

The CSR Committee met 2 (Two) times during the Financial Year 2021-22 on 12th August, 2021 and 31st December, 2021.

The composition of the CSR Committee as on 31st March, 2022 and the details of members' participation at the respective meetings of the Committee are as under:

Name of the Director	Designation	Nature of Directorship	No. of Meetings	
			Held	Attended
Mr. Krupesh G. Thakkar	Chairman	Executive Director	2	2
Mr. Shankar Prasad Bhagat	Member	Non-Executive/ Independent Director	2	2
Mr. Rushil K. Thakkar*	Member	Executive Director	2	1
Mr. Ghanshyambhai A. Thakkar**	Member	Executive Director	2	0

*Attendance of Mr. Rushil K. Thakkar at the meeting of Corporate Social Responsibility committee is w.e.f. 13th August, 2021.

**Mr. Ghanshyambhai A. Thakkar resigned from the directorship as well as committee position of the Company w.e.f. 13th August, 2021.

- **Terms of reference**

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

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- To Review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.

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- 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 directors 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 at the following web link:

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

(c) Disclosure with respect to remuneration

The detail of remuneration and sitting fees paid to the directors during the financial year 2021-22 is as under:

(Amount in ₹)			
Name	Salary, Perquisites and Allowances	Sitting Fess	Total
Mr. Ghanshyambhai A. Thakkar*	44,64,113	--	44,64,113
Mr. Krupesh G. Thakkar	1,20,00,698	--	1,20,00,698
Mr. Rushil K. Thakkar**	76,70,647	--	76,70,647
Mr. Ramanik T. Kansagara	26,68,033	--	26,68,033
Mr. Shankar Prasad Bhagat	--	74,000	74,000
Mr. Rohit B. Thakkar***	--	10,000	10,000
Ms. Archee D. Thakkar	---	87,000	87,000
Mr. Kantilal A. Puj****	---	64,000	64,000

*Remuneration paid to Mr. Ghanshyambhai A. Thakkar is upto 13th August, 2021 as he resigned from the post of Chairman as well as Director of the Company w.e.f. 13th August, 2021.

** Remuneration paid to Mr. Rushil K. Thakkar is from 13th August, 2021 to 31st March, 2022, as he was appointed by board of directors at their meeting held on 13th August, 2021 and by the Shareholders at their meeting held on 27th September, 2021.

***Sitting Fees paid to Mr. Rohit B. Thakkar is upto 3rd July, 2021 as he passed away and is ceased to be as Director of the Company w.e.f 3rd July, 2021.

**** Sitting Fees paid to Mr. Kantilal A. Puj is from 13th August, 2021 to 31st March, 2022, as he was appointed by board of directors at their meeting held on 13th August, 2021 and by the Shareholders at their meeting held on 27th September, 2021.

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

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

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During the financial year 2021-22, the Company does not have any stock option scheme for its Directors or employees. Moreover, there is no separate provision for payment of severance fees to the Directors.

7. GENERAL BODY MEETINGS

- (a) Location and time of last three Annual General Meetings (AGMs) 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, 2021	Monday, 27 th September, 2021	11:15 AM	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	-
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 Itla, Gandhinagar Mansa Road, Tal. Kalol, Dist. Gandhinagar-382845, Gujarat, India	2 (TWO) (See Note:1)

Note:

- In the Annual General Meeting held on 21st September, 2019, 2 (Two) Special Resolutions were passed as follow:
 - Re-appointment of Mr. Shankar Prasad Bhagat (DIN: 01359807) Independent Director of the Company for a second term of five years;
 - Re-appointment of Ms. Jingle Thakkar (DIN: 06941497) Independent Director of the Company for a second term of five years;
- The Details of special resolution passed last year through postal ballot and details of voting pattern:
No Special Resolutions were passed during 2021-22 through postal ballot.
- Person who conducted the Postal Ballot exercise: Not applicable
- 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.
- 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 at www.rushil.com .
(b) Newspapers wherein results normally published	The Quarterly and Half Yearly Financial Results are generally published in Business Standard in English language & also in Gujarati language in Jai Hind.
(c) Company's website, where displayed	The separate section named " INVESTOR RELATIONSHIP " in the Company's website at www.rushil.com is displaying required information in respect of interest of various stakeholders. The Annual Report for this financial year 2021-22 as well as Quarterly / Half Yearly Financial Results of the Company is also available therein.

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(d)	Whether it also displays official news releases;	The Company's official news releases, if any are also available on the Company's website.
(e)	The presentations made to institutional investors or to analysts	The presentations made to institutional investors or analysts is available at: https://rushil.com/investor_relationship.php#InvestorPresentation

9. GENERAL SHAREHOLDER INFORMATION

(a)	28th AGM: Day and Date	Tuesday, 27 th day of September, 2022												
	Time	11:15 A.M.												
	Venue	The Company is conducting meeting through Video Conferencing/Other Audio/Visual Means pursuant to the MCA Circular dated 5 th May, 2020, read with MCA Circular dated 5 th May, 2022. For details please refer to the Notice of this AGM. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM.												
(b)	Financial Year	Financial Year of the Company is from 1 st April to 31 st March and financial results will be declared for the financial year 2022-23 as per the following schedule:												
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>: Tentative and subject to Change</th> </tr> </thead> <tbody> <tr> <td colspan="2">Quarterly Unaudited Financial Results</td> </tr> <tr> <td>Quarter ending 30th June, 2022</td> <td>: On or before 14th August, 2022</td> </tr> <tr> <td>Quarter ending 30th September, 2022</td> <td>: On or before 14th November, 2022</td> </tr> <tr> <td>Quarter ending 31st December, 2022</td> <td>: On or before 14th February, 2023</td> </tr> <tr> <td>Fourth Quarter and Annual ending on 31st March, 2023</td> <td>: On or before 30th May, 2023</td> </tr> </tbody> </table>	Particulars	: Tentative and subject to Change	Quarterly Unaudited Financial Results		Quarter ending 30 th June, 2022	: On or before 14 th August, 2022	Quarter ending 30 th September, 2022	: On or before 14 th November, 2022	Quarter ending 31 st December, 2022	: On or before 14 th February, 2023	Fourth Quarter and Annual ending on 31 st March, 2023	: On or before 30 th May, 2023
Particulars	: Tentative and subject to Change													
Quarterly Unaudited Financial Results														
Quarter ending 30 th June, 2022	: On or before 14 th August, 2022													
Quarter ending 30 th September, 2022	: On or before 14 th November, 2022													
Quarter ending 31 st December, 2022	: On or before 14 th February, 2023													
Fourth Quarter and Annual ending on 31 st March, 2023	: On or before 30 th May, 2023													
	Date of Book Closure for AGM and final Dividend	Wednesday, 21st day of September, 2022 to Tuesday, 27th day of September, 2022 (both days inclusive)												
(c)	Dividend Payment Date	Your Board has recommended a Final Dividend of ₹ 0.50 per share (5%) on equity share of the face value of ₹ 10/- per share. This is subject to approval by shareholders at the ensuing Annual General Meeting. Final Dividend on equity shares as recommended by the Directors for the year ended 31 st March, 2022, when approved at the Annual General Meeting, will be paid after the date of ensuing AGM but within the statutory time limit of 30 days from the date of declaration in the AGM.												
	Dividend Transfer to IEPF	During the financial year the Company had not transferred any dividend amount to IEPF. However, during the year, the Company has transferred ₹ 101 to IEPF Authority pertains to the shares already transferred to IEPF Account.												
	Shares transferred to IEPF	During the financial year the Company had not transferred any shares to IEPF.												
(d)	Name and address of stock exchanges at which the Company's Equity shares are listed & details of annual listing fee paid	(i) BSE Limited (BSE) , Corporate office: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 and (ii) National Stock Exchange of India Limited (NSE) , Corporate office: Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Annual Listing Fees for the year 2021-22 and 2022-23 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, 2022 are as under:

Month	BSE Limited (in ₹)		National Stock Exchange of India Limited (in ₹)	
	High	Low	High	Low
April-21	238.95	176.30	237.80	175.00
May-21	289.00	163.05	280.55	173.60
June-21	277.20	230.05	273.85	228.25
July-21	319.00	258.35	308.95	253.25
August-21	328.70	231.45	328.30	230.50
September-21	297.00	245.00	299.00	243.55
October-21	300.00	240.65	299.95	242.55
November-21	360.85	262.00	362.00	265.10
December-21	439.10	303.10	440.00	309.00
January-22	395.00	315.65	396.70	316.20
February-22	443.80	336.95	444.40	340.00
March-22	558.30	366.15	558.00	365.20

(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, 2022 are as under:

Month	RDL closing price at BSE (in ₹)		BSE SENSEX	
	High	Low	High	Low
April-21	238.95	176.30	50,375.77	47,204.50
May-21	289.00	163.05	52,013.22	48,028.07
June-21	277.20	230.05	53,126.73	51,450.58
July-21	319.00	258.35	53,290.81	51,802.73
August-21	328.70	231.45	57,625.26	52,804.08
September-21	297.00	245.00	60,412.32	57,263.90
October-21	300.00	240.65	62,245.43	58,551.14
November-21	360.85	262.00	61,036.56	56,382.93
December-21	439.10	303.10	59,203.37	55,132.68
January-22	395.00	315.65	61,475.15	56,409.63
February-22	443.80	336.95	59,618.51	54,383.20
March-22	558.30	366.15	58,890.92	52,260.82

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

Corporate Governance Report (Contd.)

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

Share Registrar and Transfer Agent: **Bigshare Services Private Limited**
 Address;
 Pinnacle Business Park, Office No S6-2, Next to Ahura Centre, Mahakali
 Caves Road, Andheri East, Mumbai-400093
 Tel No.: 022- 62638200
 Email: investor@bigshareonline.com
 Website: www.bigshareonline.com

(j) Share Transfer System:

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

(k) Distribution of Shareholding as on 31st March, 2022:

Distribution of shareholding of fully paid up equity shares of face value of ₹ 10/- each, as on 31st March, 2022.

No. of Shares	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Shareholding
01 to 500	8039	89.54	5,96,369	3.00
501 to 1000	415	4.62	3,25,968	1.64
1001 to 2000	219	2.44	3,25,990	1.64
2001 to 3000	90	1.00	2,25,332	1.13
3001 to 4000	34	0.38	1,20,642	0.61
4001 to 5000	37	0.41	1,75,514	0.88
5001 & 10000	54	0.60	3,87,839	1.95
10001 & above	90	1.00	1,77,41,942	89.16
Total	8,978	100.00	1,98,99,596	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, 2022

No. of Shares	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Shareholding
01 to 500	87	98.86	4,866	89.02
501 to 1,000	1	1.14	600	10.98
1,001 to 2,000	0	0.00	0	0.00
2,001 to 3,000	0	0.00	0	0.00
3,001 to 4,000	0	0.00	0	0.00
4,001 to 5,000	0	0.00	0	0.00
5,001 & 10,000	0	0.00	0	0.00
10,001 & above	0	0.00	0	0.00
Total	88	100.00	5,466	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, 2022

Corporate Governance Report (Contd.)

No. of Shares	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Shareholding
01 to 500	58	100	3,381	100
501 to 1,000	0	0.00	0	0.00
1,001 to 2,000	0	0.00	0	0.00
2,001 to 3,000	0	0.00	0	0.00
3,001 to 4,000	0	0.00	0	0.00
4,001 to 5,000	0	0.00	0	0.00
5,001 & 10,000	0	0.00	0	0.00
10,001 & above	0	0.00	0	0.00
Total	58	100.00	3,381	100.00

(l) 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	1,09,54,561	--	1,09,54,561	55.02%
2	Public Shareholding:				
1	Alternate Investment Funds	43,032	--	43,032	0.22%
2	Foreign Portfolio Investors	5,50,657	--	5,50,657	2.77%
3	Financial Institution /Banks	--	--	--	0.00%
4	Central Government/ State Government(s) /President of India	--	--	--	00.00%
5	Individuals - i. Individual shareholders holding nominal share capital up to ₹ 2 Lakhs.	21,84,884	8,508	21,93,392	11.02%
6	Individuals - ii. Individual shareholders holding nominal share capital in excess of ₹ 2 Lakhs	37,99,321	--	37,99,321	19.08%
7	Any Other		--		
7.1	Bodies Corporate	14,81,326	--	14,81,326	7.44%
7.2	Clearing Member	60,354	225	60,579	0.30%
7.3	Hindu Undivided Family	2,17,231	67	2,17,298	1.09 %
7.4	Investor Education and Protection Fund	202	--	202	0.00%
7.5	Non-resident Indians	4,85,239	47	4,85,286	2.44%
7.6	Partnership firm	1,22,789	--	1,22,789	0.62%
	TOTAL	1,98,99,596	8,847	1,99,08,443	100.00%

(m) Dematerialisation of shares and Liquidity:

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

As per the Reconciliation Share Capital Audit Report Certificate of 31st March, 2022 issued by the Practicing Company Secretary under Regulation 76 of SEBI (Depository and Participants) Regulations, 2018, Break up of fully paid-up shares in physical and demat form as on 31st March, 2022 is as follow:

Corporate Governance Report (Contd.)

Sr. No.	Particulars	No. of Shares	% of Shares
1	Demat Segment:		
	NSDL	1,59,72,162	80.23
	CDSL	39,27,429	19.73
2.	Physical:	5	0
	Total:	1,98,99,596	99.96

During the year, the Company has demanded outstanding call money on 5,36,817 Partly Paid up Rights Equity shares. Out of these 5,36,817 shares, the Company has received the balance call money on 5,27,970 partly paid up equity shares which were converted into fully paid up equity shares upto 31st March, 2022. Further, after 31st March, 2022, the Company has received First, Second and Final call money on 6665 partly paid up Rights Equity shares which were converted into fully paid up equity shares on 23rd April, 2022. Accordingly, as on the date of this report (i.e. 24th May, 2022) the Company has 2182 Partly Paid up Rights Equity shares.

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

(o) Commodity price risk or foreign exchange risk and hedging activities:

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

In the Financial Year 2021-22, 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.

(p) Plant Locations:

Laminate Division

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

MDF Board Division:

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

Corporate Governance Report (Contd.)

(q) Address for correspondence:

To contact Registrar & Transfer Agent for all matters relating to Shares, Dividends, Annual Reports	Bigshare Services Private Limited Pinnacle Business Park, Office No S6-2, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai-400093 Tel No.: 022- 62638200 Email: investor@bigshareonline.com Website: www.bigshareonline.com
For any other General Matters or in case of any difficulties / grievances including matters relating to Shares, Dividends, Annual Reports as above	Secretarial Department Rushil Decor Limited, Rushil House, Near Neelkanth Green Bungalow, Off. Sindhu Bhavan Road, Shilaj, Ahmedabad – 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

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

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 2021-22, no materially significant related party transaction undertaken by the Company under Section 188 of the Companies Act, 2013, read with rules framed thereunder, Indian Accounting Standards (Ind AS 24) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may have potential conflict with the interest of the Company at large. The Company has entered into some transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, which were in the ordinary course of business and at arms' length basis and the same were duly approved or reviewed by the Audit Committee.

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

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

BSE limited had imposed fine of ₹ 4,20,000/- plus Applicable Taxes on Company on 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 (erstwhile 108(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.

Corporate Governance Report (Contd.)

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

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

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

It is affirmed that no personnel 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, 2022 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/admin/uploads/investors_pdf/codes_policies/Policy-for-determining-Material-Subsidiary.pdf

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

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

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

As stated earlier, 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.

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

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

Not Applicable

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

Corporate Governance Report (Contd.)

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

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

Statutory Auditor	M/s Pankaj R. Shah & Associates
Statutory Audit / Tax Audit Fees	₹ 5,00,000/-
Total	₹ 5,00,000/-

(k) 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		

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

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

(m) 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.

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 Decor 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 Decor 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, 2022 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	Krupesh Ghanshyambhai Thakkar	01059666	24 th May, 1993
2	Rushil Krupesh Thakkar	06432117	13 th August, 2021
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	Kantilal Ambalal Puj	09273355	13 th August, 2021

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: A030427D000378533)

Date: 24th May, 2022

Place: Ahmedabad

Corporate Governance Report (Contd.)

“Annexure – B” DECLARATION ON CODE OF CONDUCT

This is to certify that Company “Rushil Decor Limited” has in place a Code of Conduct applicable to the Board Members as well as the Senior Management Personnel and that the same has been uploaded on the Company’s website 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 2021-22.

Date: 24th May, 2022
Place: Ahmedabad

Keyur M. Gajjar
Chief Executive Officer
Rushil Decor Limited

“Annexure – C” CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members of
Rushil Decor Limited

I have examined the compliance of Corporate Governance by Rushil Decor Limited (“the Company”) for the year ended on 31st March, 2022 as stipulated in SEBI (Listing Obligations and Disclosure 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 Disclosure Requirements) Regulations, 2015, as applicable to the Company.

However, during the period under review, the BSE Limited has imposed a fine of ₹4,20,000/- (₹ 20,000 per day for 21 days) plus Applicable Taxes on the Company on 24th May, 2021, due to non-compliance of Schedule XIX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19th August, 2019 by the Company towards delay in filing an application with BSE Limited for seeking listing approval for 253760 Rights Equity shares of ₹ 10/- each. The Company has paid fine of ₹ 4,95,600/- (including taxes) to BSE Limited towards fine imposed on Company on 29th May, 2021.

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

Shalin M. Jain
Practicing Company Secretary
ACS No: 30427
CP No: 21379
(UDIN: A030427D000378601)

Date: 24th May, 2022
Place: Ahmedabad

BUSINESS RESPONSIBILITY REPORT (BRR)

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, 2022. 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 Decor 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, 2021 - 31 st March, 2022		
7	Sector(s) that the Company is engaged in Category	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 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. Company has 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 (BRR) (Contd.)

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	Paid up Capital (₹) (As on 31.03.2022)	₹ 1991 Lakhs
2	Total Turnover (₹)	₹ 624.17 Cr
3	Total profit after taxes (₹)	₹ 22.80 Cr
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Company has spent ₹ 31,58,215/- which is 1.38% of Profit After Tax for 2021-22. Further, Company has deposited ₹ 19,07,000/- in respect of an ongoing project in Unspent CSR Expenses Account with Bank of Baroda in the month of April, 2022.
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. CSR Expense for Ongoing project (CSR Haraniya School Project) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, Conservation of natural resources and maintaining quality of soil, air and water Rural development projects Eradicating hunger, promoting health care including preventive health care, sanitation and safe drinking water Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups. Unspent CSR amount pertains to an Ongoing Project is transferred with Separate Bank account namely "UNSPENT CSR ACCOUNT OF Ms. RUSHIL DECOR LTD FOR 2021 22" in the month of April, 2022 opened with Bank of Baroda, Kalol Branch.

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 does 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.

Business Responsibility Report (BRR) (Contd.)

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

(c) 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

2. PRINCIPLE-WISE (AS PER NATIONAL VOLUNTARY 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'.								

Business Responsibility Report (BRR) (Contd.)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
4	Has the policy being approved by the Board? If 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.								

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

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 discuss 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 2021-22, 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 policy relating to ethics, bribery and corruption cover the Company that has Code of Conduct for Directors and Senior Management and Vigil Mechanism and Whistle Blower Policy.

Business Responsibility Report (BRR) (Contd.)

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 Decor 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	6	5	1
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.

- VIR High Pressure Laminate
- MDF Board
- 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.

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. – 700 (Permanent Employees)

2. Please indicate the Total number of employees hired on temporary/contractual/casual basis. – 967 (Contractual/Casual Manpower)

3. Please indicate the Number of permanent women employees. – 13 Employees

4. Please indicate the Number of permanent employees with disabilities – Nil

5. Do you have an employee association that is recognised by Management. – No

6. What percentage of your permanent employees is members of this recognised employee association? – NA

Business Responsibility Report (BRR) (Contd.)

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: NA

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 & marginalised stakeholders.

Yes, the Company has identified disadvantaged, vulnerable & marginalised 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 & marginalised people are being ensured through awareness and sensitisation 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 marginalised 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 marginalised.

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?

There were 6 investor complaints received during the year out of which 5 were resolved and 1 grievance was in process at the end of financial year.

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 organisation 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 minimise the environmental impact for reducing its own operational environmental footprint. Company has also adopted sustainable practices and responsible use of natural

Business Responsibility Report (BRR) (Contd.)

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 utilisation 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 optimisation, 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.

It is available on the website of the Company at www.rushil.com.

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:

- (a) INDIAN LAMINATE MANUFACTURERS ASSOCIATION
- (b) ASSOCIATION OF INDIAN PANELBOARD MANUFACTURER
- (c) GUJARAT CHAMBERS OF COMMERCE & INDUSTRY
- (d) 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 organisation and other stakeholders involved in the organisation 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

Business Responsibility Report (BRR) (Contd.)

the Board as per the CSR Policy of the Company. For details of initiatives taken up by the Company during the financial year 2021-22, please refer to the Report on the CSR activities forming part of the Annual Report for the financial year 2021-22.

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

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 2021-22.

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 ₹ 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 2021-2022.

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 analysing 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 AUDITORS' REPORT

To the Members of **RUSHIL DECOR LIMITED**

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **M/s RUSHIL DECOR LIMITED** ("the Company"), which comprise the standalone balance sheet as at 31st March 2022, 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 2022, 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.

Other Matter

The comparative financial information of the company for the year ended 31st March 2021, included in these Standalone Financial Statements are based on the previously issued statutory standalone financial statements audited by predecessor auditors vide their report for the year ended 31st March 2021, dated 24th June 2021 expressed an unmodified opinion on those financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Independent Auditor's Report (Contd.)

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 recognized on sale of goods before the control in the goods is transferred.</p>	<p>Our key audit procedures to assess the recognition of revenue on sale of goods included the following:</p> <ul style="list-style-type: none"> We assessed the appropriateness of the Company's revenue recognition policies, including those related to discounts and incentives; We obtained an understanding of process and assessed the design, implementation and operating effectiveness of management's key internal controls in relation to revenue recognition from sale of goods. We also tested the Company's controls over timing of revenue recognition; We also tested, on a sample basis, whether specific revenue transactions around the year end had been recognized in the appropriate period on the basis of the terms of sale of the contract, particularly with reference to the transfer of control in the goods in question with regard to the year end transactions. We inspected key customer contracts/ purchase orders to identify terms and conditions related to acceptance of goods and the right to return and assessing the Company's revenue recognition policies with reference to the requirements of the prevailing accounting standards;

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.

Independent Auditor's Report (Contd.)

Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), Profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect

a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if; individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or 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

Independent Auditor's Report (Contd.)

or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence; and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by section 197(16) of the Act, we report that the company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with schedule V to the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central

Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

3. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit,
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books,
 - c. The standalone Balance Sheet, the standalone Statement of Profit and Loss including other Comprehensive Income, standalone Statement of Changes in Equity and the standalone Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.
 - e. On the basis of written representations, received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial control over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to

Independent Auditor's Report (Concl.)

the best of our information and according to the explanations given to us:

- I. The Company has disclosed the impact of pending litigations as on 31.03.2022 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. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- IV. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding

Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- V. (a) The final dividend proposed in the previous year, declared and paid by the company during the year is in accordance with Section 123 of the Act, as applicable.
- (b) The Board of Directors of the company have proposed final dividend for the year which is subject to the approval of the members at the ensuing annual general meeting. The amount of dividend proposed is in accordance with section 123 of the act, as applicable.

For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No. 107361W)

[CA Nilesh Shah]
PARTNER

Membership No. 107414
UDIN: 22107414ALXUDI9116

Place: Ahmedabad
Date: 24th May, 2022

ANNEXURE A

(REFERRED TO IN PARAGRAPH 1 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT TO THE MEMBERS OF RUSHIL DECOR LIMITED OF EVEN DATE)

With reference to the Annexure A, referred to in the Independent Auditors Report to the members of the Company on the Standalone IND AS financial statements for the year ended on 31st March 2022, we report following :

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us, the property, plant and equipment are verified in a phased manner by the management, during the year which, in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, No proceedings have been initiated during the year or are pending against the Company as at 31st March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion the frequency of verification is reasonable and the coverage and procedure of such verification by the management is appropriate. As explained to us, there were no discrepancies of 10% or more in aggregate for each class on physical verification of inventory as compared to the book records.
- (b) The Company has been sanctioned working capital limits (including fund based and non fund based limits) in excess of Rupees Five crores in aggregate from a bank on the basis of security of the current assets. *Revised Quarterly returns or statements filed by the company with such bank are in agreement with the books of accounts of the company.*
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties. Accordingly, clause 3(iii) (a), (c),(d),(e) and (f) of the order are not applicable.
- (iv) According to the information and explanations given to us, the company has not made any investment or given guarantee or security during the year under review. Accordingly clause 3(iv) of the order is not applicable.
- (v) The Company has not accepted any deposits from the public during the year under review. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) As explained to us, the Central Government has not prescribed the maintenance of Cost records under sub section (1) of section 148 of the companies Act 2013. Accordingly, clause (vi) of the Order is not applicable
- (vii) (a) The company does not have liability in respect of Service Tax, Duty of excise, Sales tax and value added tax during the year since effective 1st July 2017, these statutory dues has been subsumed in to Goods & Service Tax.

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

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 2022 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no material dues of Goods and Service Tax & Income tax which have not been deposited with the appropriate authorities on account of any dispute, However ,according to information and explanations given to us, the following dues of duties of Custom and Duty of Excise have not been deposited by the company on account of Dispute:

Nature of Statues	Nature of Dues	Amount ₹ in Lakhs (Net of payments)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty, Interest& Penalty	₹ 72.12 Lakhs	up to Sept-2012	Custom Excise & Service Tax Appellate Tribunal, Ahmedabad
The Customs Act 1962	Custom Duty with Interest & Penalty	₹ 22.56 Lakhs with Interest 5,00,000/- Penalty	FY 2014-15	Custom Excise & Service Tax Appellate Tribunal, Ahmedabad

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- (ix) (a) According to information & explanations given to us, the company has not defaulted in repayment of loans or borrowings or in the payment of interest to Banks and financial institutions. The company does not have any borrowings from debenture holders or Government.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company ,the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

- (c) In our opinion and according to the information and explanations given to us by the management, term loans obtained during the year by the company have been applied for the purposes for which they were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us, the company does not have subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us, The company does not have

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

- subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) In our opinion and according to the information & explanations given to us, the moneys raised by way of further public offer (rights issue) during the year have been applied for the purposes for which they were raised.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT - 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented by the management, there are no whistle blower complaints received by the company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable Ind AS.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
- (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (c) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us, On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe

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

that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing Projects requiring a transfer to a fund specified in Schedule VII to the Companies Act in compliance with second proviso to subsection (5) if section 135 of the said Act,

Accordingly reporting under clause 3(xx)(a) of the order is not applicable for the year.

- (b) In respect of ongoing Projects, the company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year to a special account with in a period of 30 days from the end of the said financial year in compliance with the provisions of section 135(6) of the Act.

For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No. 107361W)

[CA Nilesh Shah]
PARTNER
Membership No. 107414
UDIN: 22107414ALXUDI9116

Place: Ahmedabad
Date: 24th May, 2022

ANNEXURE B

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF RUSHIL DECOR LIMITED ON THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2022

Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In conjunction with our audit of the standalone Ind AS financial statements of **M/s RUSHIL DECOR LIMITED** ("the Company") as at and for the year ended 31st March 2022, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

ANNEXURE B to the Independent Auditor's Report (Concl.)**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 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No. 107361W)

[CA Nilesh Shah]

PARTNER
Membership No. 107414
UDIN: 22107414ALXUDI9116

Place: Ahmedabad
Date: 24th May, 2022

STANDALONE BALANCE SHEET

AS AT 31ST MARCH, 2022

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(₹ in Lakhs)

Particulars	Note No.	As at 31 st March, 2022	As at 31 st March, 2021
(I) ASSETS			
(1) Non- current Assets			
(a) Property, Plant and Equipment	1	59,347.50	58,718.35
(b) Capital work-in-progress	1	47.24	103.92
(c) Other Intangible assets	2	32.86	2.65
(d) Financial Assets			
(i) Investments	3	1.25	1.25
(ii) Trade receivables	4	238.76	237.23
(iii) Loans	5	8.26	8.26
(iv) Other financial assets	5A	1,022.93	660.30
(e) Other non-current assets	6	312.02	1,859.80
Total Non- current Assets		61,010.81	61,591.77
(2) Current Assets			
(a) Inventories	7	15,542.36	8,427.23
(b) Financial Assets			
(i) Trade receivables	8	8,255.92	5,753.65
(ii) Cash and cash equivalents	9	51.50	155.90
(iii) Bank balances other than (ii) above	10	558.47	1,007.43
(iv) Loans		-	-
(c) Current Tax Assets	11	35.77	11.99
(d) Other current assets	12	3,221.18	3,894.83
Total Current Assets		27,665.20	19,251.03
Total Assets :		88,676.01	80,842.80
(II) EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	13	1,991.00	1,973.44
(b) Other Equity	14	26,687.69	24,441.28
Total Equity		28,678.69	26,414.72
(2) Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	28,617.72	29,521.11
(ii) Trade Payables			
- dues to micro and small enterprises		-	-
- dues to other than micro and small enterprises	16a	8.52	44.70
(iii) Other Financial Liabilities	16b	864.04	813.45
(b) Provisions	17	250.77	238.34
(c) Deferred tax liabilities (Net)	18	3,614.50	2,829.74
(d) Other non-current liabilities	19	735.68	901.96
Total Non-Current Liabilities		34,091.23	34,349.30
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	13,344.44	8,345.60
(ii) Trade payables			
- dues to micro and small enterprises	21	453.97	168.32
- dues to other than micro and small enterprises	21	8,335.71	7,816.15
(iii) Other financial liabilities	22	100.84	114.35
(b) Other current liabilities	23	1,326.96	2,555.78
(c) Provisions	24	2,344.18	1,078.58
(d) Current Tax Liabilities (Net)	25	-	-
Total Current Liabilities		25,906.09	20,078.78
Total Equity and Liabilities :		88,676.01	80,842.80

The accompanying Notes 1 to 63 are integral part of these Standalone Financial Statements.

As per our report of even date attached.

For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No.107361W)

CA Nilesh Shah
Partner
Membership No. 107414
UDIN: 22107414ALXUDI9116

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

(Krupeshbhai G. Thakkar)
Chairman
DIN : 01059666

(Rushil K. Thakkar)
Director
DIN : 06432117

(K.M. Gajjar)
Chief Executive Officer

(H. B. Padhya)
Chief Financial Officer

(H.K. Modi)
Company Secretary

Place: Ahmedabad
Date: 24th May, 2022

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2022

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(₹ in Lakhs)

Sr. No	Particulars	Note No.	Year ended 31 st March, 2022	Year ended 31 st March, 2021
I	Revenue from Operations	26	62,416.90	33,544.38
II	Other Income	27	141.24	432.27
III	Total Income (I +II)		62,558.14	33,976.66
IV	Expenses:			
	(a) Cost of Materials Consumed	28	37,010.97	17,422.43
	(b) Purchases of Stock-in-Trade	29	205.56	174.32
	(c) Changes in Inventories of Finished goods, Stock-in-Trade and Work-in-progress	30	(4,532.26)	565.94
	(d) Employee Benefits Expense	31	4,073.95	2,682.25
	(e) Finance Costs	32	2,030.84	1,241.90
	(f) Depreciation and Amortisation Expense		2,436.81	973.24
	(g) Other Expenses	33	18,264.55	9,202.26
	Total Expenses (IV)		59,490.43	32,262.36
V	Profit before exceptional items and tax(III- IV)		3,067.71	1,714.30
VI	Exceptional Items (Refer Note No. 49)		-	152.18
	Profit before tax (V+VI)		3,067.71	1,866.48
VII	Tax expense :	34		
	(1) Current Tax (Including Short/Excess provision of earlier years)		-	0.95
	(2) Deferred Tax		787.25	493.69
	Total Tax Expenses (VII)		787.25	494.65
VIII	Profit for the period (VI -VII)		2,280.47	1,371.83
IX	Other Comprehensive Income (OCI)			
	A (i) Items that will not be reclassified to profit or loss		(9.90)	(31.76)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		2.49	7.99
	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)		(7.41)	(23.76)
X	Total Comprehensive Income for the period (VIII + IX) (Comprising Profit and Other Comprehensive Income for the period)		2,273.06	1,348.07
XI	Earnings per equity share (Face Value of ₹ 10/- each)			
	Basic & Diluted (Refer Note No. 35) (₹)	35	11.45	8.11

The accompanying Notes 1 to 63 are integral part of these Standalone Financial Statements.

As per our report of even date attached.

For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No.107361W)

CA Nilesh Shah
Partner
Membership No. 107414
UDIN: 22107414ALXUDI9116

(K.M. Gajjar)
Chief Executive Officer

Place: Ahmedabad
Date: 24th May, 2022

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

(Krupeshbhai G. Thakkar)
Chairman
DIN : 01059666

(H. B. Padhya)
Chief Financial Officer

(Rushil K. Thakkar)
Director
DIN : 06432117

(H.K. Modi)
Company Secretary

STANDALONE STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31ST MARCH, 2022

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(₹ in Lakhs)

Particulars	31 st March, 2022	31 st March, 2021
(A) Cash Flow From Operating Activities		
Profit before tax as per Standalone Statement of Profit & Loss	3067.71	1866.48
Adjustments for		
Re-measurement gain/(loss) on defined benefit plans	(9.90)	(31.76)
Depreciation and amortisation expense	2,436.81	973.24
Interest and Finance cost	2,030.84	1,241.90
(Profit)/Loss on disposal of Property, Plant and Equipment	0.26	-150.75
	4,458.01	2,032.63
Operating Profit Before Working Capital Changes	7,525.73	3,899.11
Adjustment for Change In:		
(Increase) / Decrease in Inventories	(7,115.12)	131.22
(Increase) / Decrease in Trade Receivables	(2,503.81)	355.87
(Increase) / Decrease in Financial Assets	86.34	(488.76)
(Increase) / Decrease in Other Assets	672.60	704.67
Increase / (Decrease) in Trade Payables	769.03	716.91
Increase / (Decrease) in Financial Liabilities	37.08	2,139.12
Increase / (Decrease) in Other Liabilities	(1,382.68)	(5.11)
Increase / (Decrease) in Short Term Provisions	1,265.59	563.17
	(8,170.96)	4,117.09
	(645.23)	8,016.20
Direct Taxes Paid (Net of Refunds)	(23.25)	(307.30)
Net Cash Generated From Operations	(668.48)	7,708.89
(B) Cash flow from Investing activities		
Purchase of Property, Plant and Equipment (including WIP & Pre-operative Expenses)	(3,041.61)	(6,273.93)
Changes on account of Revaluation Reserve (net)	-	(89.75)
Sale of Property, Plant and Equipment	1.88	200.08
Purchase of Shares	-	-
Loans (Given)	-	-
Changes in Non Current Assets	1,548.30	2,305.25
Net Cash Generated From Investing Activities	(1,491.44)	(3,858.35)
(C) Cash Flow From Financing Activities		
Money received against warrant	-	-
Capital Reserve	-	-
Issue of share capital	17.56	480.31
Securities premium	72.87	1,917.68
Increase / (Decrease) in Long term borrowings	(903.39)	(4,363.56)
Increase / (Decrease) in Short term borrowings	4,998.84	(466.15)
Interest and Finance cost	(2,030.84)	(1,241.90)
Dividend Paid (Including Tax On Dividend)	(99.51)	(86.53)
Net Cash Generated From Financing Activities	2,055.52	(3,760.14)
Net Increase In Cash & Cash Equivalents	(104.40)	90.40
Cash & Cash Equivalents At		
Opening	155.90	65.50
Closing	51.50	155.90
Cash & Cash Equivalent as per above comprises of the following:		
Cash & Cash Equivalent (Refer Note No.9)	51.50	155.90

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.

As per our report of even date attached.

For **Pankaj R Shah & Associates**
Chartered Accountants
(Firm Regn.No.107361W)

CA Nilesh Shah
Partner
Membership No. 107414
UDIN: 22107414ALXUDI9116

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

(Krupeshbhai G. Thakkar)
Chairman
DIN : 01059666

(Rushil K. Thakkar)
Director
DIN : 06432117

(K.M. Gajjar)
Chief Executive Officer

(H. B. Padhya)
Chief Financial Officer

(H.K. Modi)
Company Secretary

Place: Ahmedabad
Date: 24th May, 2022

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH, 2022

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

A) EQUITY SHARE CAPITAL

Particulars	(₹ in Lakhs)
For the year ended 31 st March, 2022	
Balance as at 1 st April, 2021	1,973.44
Changes in equity share capital during the year :	
Issued during the year	17.56
Balance as at 31 st March, 2022	1,991.00
For the year ended 31 st March, 2021	
Balance as at 1 st April, 2020	1,493.13
Changes in equity share capital during the year :	
Issued during the year	480.31
Balance as at 31 st March, 2021	1,973.44

B) OTHER EQUITY

Particulars	Reserves and Surplus						Total
	Capital Redemption Reserve	Securities Premium	Amalgamation Reserve	Remeasurement of the defined benefit plan	General Reserve	Revaluation Reserve	
Balance at the beginning of the reporting period	0.50	9,900.16	33.00	(46.22)	60.00	1,767.15	12,726.68
Issued during the period	-	-	-	-	-	-	-
Converted into Equity Shares	-	-	-	-	-	-	-
Received against shares issued during the year	-	72.87	-	-	-	-	72.87
Depreciation transferred (to)/from Revaluation Reserve	-	-	-	-	-	-	-
Dividend on Equity Shares	-	-	-	-	-	-	(99.51)
Tax on Dividend	-	-	-	-	-	-	-
Adjustments as per Ind AS	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	-	2,280.47
Other Comprehensive Income for the year	-	-	-	(7.41)	-	-	(7.41)
Balance at the end of the reporting period	0.50	9,973.03	33.00	(53.63)	60.00	1,767.15	14,907.64
							26,687.69

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH, 2022

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(₹ in Lakhs)

Particulars	Reserves and Surplus						Total
	Capital Redemption Reserve	Securities Premium	Amalgamation Reserve	Re-measurement of the defined benefit plan	General Reserve	Revaluation Reserve	
Balance at the beginning of the reporting period	0.50	7,982.48	33.00	(22.46)	60.00	1,851.99	11,441.38
Issued during the period	-	-	-	-	-	-	-
Converted into Equity Shares	-	-	-	-	-	-	-
Received against share issue to Qualified Institutional Investors	-	1,917.68	-	-	-	-	-
Depreciation transferred (to)/from Revaluation Reserve	-	-	-	-	-	-	-
Dividend on Equity Shares	-	-	-	-	-	-	(86.53)
Tax on Dividend	-	-	-	-	-	-	-
Adjustments as per Ind AS	-	-	-	-	-	(84.84)	-
Profit for the year	-	-	-	-	-	-	1,371.83
Other Comprehensive Income for the year	-	-	-	(23.76)	-	-	-
Balance at the end of the reporting period	0.50	9,900.16	33.00	(46.22)	60.00	1,767.15	12,726.68

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 Pankaj R Shah & Associates
Chartered Accountants
(Firm Regn.No.107361W)

CA Nilesh Shah
Partner
Membership No. 107414
UDIN: 22107414ALXUDI9116

Place: Ahmedabad
Date: 24th May, 2022

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

(Krupeshbhai G. Thakkar)
Chairman
DIN : 01059666

(Rushil K. Thakkar)
Director
DIN : 06432117

(K.M. Gajjar)
Chief Executive Officer

(H. B. Padhya)
Chief Financial Officer

(H.K. Modi)
Company Secretary

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

A. DISCLOSURE OF ACCOUNTING POLICIES

(a) CORPORATE INFORMATION

The Company is a Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on The National Stock Exchange and The Bombay Stock Exchange. The Company is primarily engaged in manufacturing and sale of Laminate Sheets, Medium Density Fibre Board, Pre-laminated Medium Density Fibre Board boards, and Polyvinyl Chloride Board. The Company presently has manufacturing facilities at Itra, Mansa and Dholakuva in (Gujarat), Chikkamagaluru (Karnataka) and Atchutapuram (Andhra Pradesh).

Recent Accounting Pronouncements

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs Under The Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorised have been considered in preparing these financial statements. The Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2022 has notified certain amendments to existing Ind ASs.

They shall come into force on 1st April, 2022 and therefore, the Company shall apply the same with effect from that date.

(a) Amendments:

Several Indian Accounting Standards have been amended on various issues with effect from 1st April, 2022.

The following amendments are relevant to the Company:

- (i) Ind AS 37 “Provisions, Contingent Liabilities and Contingent Assets”- The cost of fulfilling a contract includes not only incremental costs but also other allocable costs that relate directly to fulfilling the contract. The above amendment and clarifications below are not expected to have any material effect on the Company’s financial statements.

(b) Clarifications (Effective retrospectively):

- (i) Ind AS 16 “Property, Plant and Equipment” - Net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. None of these amendments have any material effect on the financial statements.

(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 (‘₹’). Where changes are made in presentation,

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

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 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.

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RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

(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.

(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

Notes to Standalone Financial Statements (Contd.)
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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 month 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 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 .

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- 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.

(I) 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 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) All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of following three levels:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs are other than quoted prices included within level 1 that are observable for the assets or liabilities either directly (near prices) or indirectly (i.e. derived prices).

Level 3 – Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a Valuation model based on assumption that are neither supported by prices from observable current

Notes to Standalone Financial Statements (Contd.)
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market transactions in the same instrument nor are they based on available market data.

(m) FOREIGN CURRENCY TRANSACTIONS:

- i) The Company's financial statements are presented in Indian Rupees ('₹'), which is also the Company's functional currency.
- ii) Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are 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 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

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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.
- i) 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 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

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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;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a);
 - (vii) A person identified in (a)

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- (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.

- i) 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

Notes to Standalone Financial Statements (Contd.)
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reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts 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 (₹) i.e. ₹ in Lakhs. .

(ii) Evaluation of Indicators for Impairment of Property, Plant and Equipment

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline asset's value, significant changes in the technological, market, 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,

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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.

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

(₹ in Lakhs)

Particulars	Freehold Land	Buildings	Plant and Equipments	Furniture and Fixtures	Vehicles	Computers	TOTAL
<u>Cost of Assets</u>							
As at 1 st April, 2021	4,737.31	14,583.87	45,237.50	507.22	660.48	142.56	65,868.94
Addition	112.62	597.59	1,952.75	230.48	118.45	29.73	3,041.61
Disposal / Adjustments	-	-	-	-	14.69	-	14.69
Transfer	-	-	-	-	-	-	-
As at 31st March, 2022	4,849.94	15,181.46	47,190.25	737.70	764.23	172.29	68,895.86
<u>Depreciation</u>							
As at 1 st April, 2021	0.00	1,447.93	5,011.85	201.43	397.88	91.50	7,150.59
Charge for the period	-	466.02	1,775.37	49.12	81.15	38.67	2,410.33
Disposal / Adjustments	-	-	-	-	12.56	-	12.56
Transfer	-	-	-	-	-	-	-
As at 31st March, 2022	-	1,913.95	6,787.22	250.56	466.47	130.16	9,548.36
<u>Net Block</u>							
As at 31 st March, 2021	4,737.31	13,135.94	40,225.65	305.78	262.60	51.06	58,718.35
As at 31st March, 2022	4,849.94	13,267.51	40,403.02	487.14	297.77	42.12	59,347.50

CAPITAL WORK IN PROGRESS INCLUDING PRE-OPERATIVE EXPENSES :

(₹ in Lakhs)

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
At the beginning of the year	103.92	33846.85
Add: Additions during the year	0.00	5706.56
Less: Capitalised during the year	56.69	39449.49
Balance at the end of year	47.24	103.92

2 OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	As at 31 st March, 2022	
	Computer Software	Total
<u>Cost of Assets</u>		
As at 1 st April, 2021	29.69	29.69
Addition	-	-
Disposal / Adjustments	56.69	56.69
As at 31st March, 2022	86.38	86.38
<u>Amortisation</u>		
As at 1 st April, 2021	27.04	27.04
Charge for the period	26.48	26.48
Disposal / Adjustments	-	-
As at 31st March, 2022	53.52	53.52
<u>Net Block</u>		
As at 31 st March, 2021	2.65	2.65
As at 31st March, 2022	32.86	32.86

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

1.1 Details of Capital Work in Progress (CWIP)

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				TOTAL
	less than 1 year	1-2 years	2-3 years	more than 3 years	
As at 31st March, 2022					
Projects in Progress	-	-	1.04	46.20	47.24
Projects temporarily Suspended	-	-	-	-	-
As at 31st March, 2021					
Projects in Progress	-	7.41	96.52	-	103.92
Projects temporarily Suspended	-	-	-	-	-

3 INVESTMENTS (AT AMORTISED COST):

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
(a) Investment in unquoted equity instruments				
Total 125 number of Equity shares of Indian Laminate Manufactures Association at ₹ 1000/- per share fully paid up		1.25		1.25
As at 31st March, 2022		1.25		1.25

4 TRADE RECEIVABLES :

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Non-current Trade Receivable				
Unsecured, considered good unless otherwise stated		238.76		237.23
		238.76		237.23

4 TRADE RECEIVABLE AGING SCHEDULE (NONCURRENT)

As at March 2022

(₹ in Lakhs)

PARTICULARS	UNBILLED	NOT DUE	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					TOTAL
			LESS THAN 6 MONTHS	6 MONTHS- ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
(i) Undisputed								
Trade Receivable -Considered Good	-	-	-	0.12	3.02	16.29	99.29	118.71
(ii) Undisputed								
Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed								
Trade Receivables- Credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed								

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

As at March 2022 (₹ in Lakhs)

PARTICULARS	UNBILLED	NOT DUE	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					TOTAL
			LESS THAN 6 MONTHS	6 MONTHS- ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
			Trade Receivables- Considered Good	-	-	-	3.00	
(v) Disputed Trade Receivables								
which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables								
Credit impaired	-	-	-	-	-	-	-	-
TOTAL	-	-	-	3.12	5.83	16.29	213.53	238.76

As at March 2021 (₹ in Lakhs)

PARTICULARS	UNBILLED	NOT DUE	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					TOTAL
			LESS THAN 6 MONTHS	6 MONTHS- ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
			(i) Undisputed Trade Receivable -Considered Good	-	-	-	0.10	
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- Credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- Considered Good	-	-	-	-	8.92	18.30	101.89	129.11
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables Credit impaired								
TOTAL	-	-	-	0.10	27.91	21.92	187.30	237.23

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

5 LOANS :

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Unsecured considered good unless otherwise stated				
- Loans to Staff		8.26		8.26
		8.26		8.26

5a OTHER FINANCIAL ASSETS :

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Security Deposit		1,022.93		660.30
		1,022.93		660.30

6 OTHER NON-CURRENT ASSETS :

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Unsecured considered good unless otherwise stated				
(a) Advance for Capital goods		212.01		1,760.30
(b) Advance other than Capital goods		23.15		22.11
(c) Other Loan and advances (including Balances with Government authorities)		42.26		42.26
(d) Advance Income Tax , TDS & TCS		34.60		35.13
		312.02		1,859.80

7 INVENTORIES (AS TAKEN, VALUED AND CERTIFIED BY DIRECTOR)

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Unsecured considered good unless otherwise stated				
(a) Raw Materials*		4,639.15		2,843.95
(b) Work in progress		1,234.78		514.00
(c) Finished goods (Finished Goods at Port ₹ 307.62 Lakhs P.Y ₹ 108.67 Lakhs)*		7,291.59		3,481.11
(d) Stores and spares		2,360.97		1,578.75
(e) Power & Fuel		15.87		9.42
* Including stock of Purchase for Trading goods ₹ Nil/- P.Y ₹ 21.80 Lakhs (Raw material) and ₹ Nil/- P.Y ₹ 29.42 Lakhs(Finished Goods)				
		15,542.36		8,427.23

8 TRADE RECEIVABLES :

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Unsecured, considered good unless otherwise stated		8,255.92		5,753.65
TOTAL		8,255.92		5,753.65

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

8 TRADE RECEIVABLE AGING SCHEDULE (CURRENT)

As at March 2022 (₹ in Lakhs)

PARTICULARS	UNBILLED	NOT DUE	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					TOTAL
			LESS THAN 6 MONTHS	6 MONTHS- ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
(i) Undisputed								
Trade Receivable -Considered Good	-	4,756.03	3,319.87	90.90	33.19	3.90	-	8,203.89
(ii) Undisputed								
Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed								
Trade Receivables- Credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed								
Trade Receivables- Considered Good	-	-	4.76	11.56	14.84	7.55	13.32	52.03
(v) Disputed Trade Receivables								
which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables								
Credit impaired	-	-	-	-	-	-	-	-
Total	-	4756.03	3324.64	102.46	48.03	11.45	13.32	8,255.92

As at March 2021 (₹ in Lakhs)

PARTICULARS	UNBILLED	NOT DUE	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					TOTAL
			LESS THAN 6 MONTHS	6 MONTHS- ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
(i) Undisputed								
Trade Receivable -Considered Good	-	3,274.57	2,172.08	110.62	116.83	10.49	25.06	5,709.65
(ii) Undisputed								
Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed								
Trade Receivables- Credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed								
Trade Receivables- Considered Good	-	3.00	21.74	5.04	7.09	-	7.13	44.00
(v) Disputed Trade Receivables								

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

As at March 2021

(₹ in Lakhs)

PARTICULARS	UNBILLED	NOT DUE	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT					TOTAL
			LESS THAN 6 MONTHS	6 MONTHS- ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
			which have significant increase in credit risk	-	-	-	-	
(vi) Disputed Trade Receivables								
Credit impaired	-	-	-	-	-	-	-	
Total	-	3,277.57	2,193.83	115.66	123.92	10.49	32.19	5,753.65

9 CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
(a) Balances with Scheduled Banks				
In current Account		5.00		104.20
In EEFC Account in USD		-		-
In EEFC Account in EURO		-		-
In Dividend Account		2.18		1.72
(b) Cash on hand		44.32		49.98
		51.50		155.90

10 OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
(a) Fixed Deposit with Banks*		558.47		1,007.43
* The Company has pledged above margin money deposit with bank as margin money against credit facilities towards bank guarantee and letter of credit.				
		558.47		1,007.43

11 CURRENT TAX ASSETS

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Income Tax Refund Receivable		35.77		11.99
		35.77		11.99

12 OTHER CURRENT ASSETS (UNSECURED CONSIDERED GOOD):

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Balance with government authorities		1,521.89		2,266.16
Licence on hand & Licence Receivables		891.42		1,017.31
Advance to Suppliers		390.03		387.82
Prepaid Expenses		405.24		93.29
Other Advances		12.60		50.56
Insurance claim receivable		-		79.69
		3,221.18		3,894.83

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

13 SHARE CAPITAL :

Particulars			(₹ in Lakhs)	
	Amount	31.03.2022	Amount	31.03.2021
Authorised :				
30000000 (P.Y 30000000) Equity Shares of ₹ 10/- each		3,000.00		3,000.00
		3,000.00		3,000.00
Issued & Subscribed and Paid up :				
19899596 Lakhs (P.Y. 14931332 Lakhs) Equity Shares of ₹ 10/- each fully paid up		1,989.96		1,493.13
8847 (P.Y. 4977111) Equity Shares of ₹ 10/- each Partly paid up (Partly Paid up shares includes excess money received on fully paid up shares)		1.04		480.31
		1,991.00		1,973.44

(₹ in Lakhs)

1) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year	In numbers	31.03.2022	In numbers	31.03.2021
At the beginning of period	1,99,08,443	1,973.44	1,49,31,332	1,493.13
Issued during the year	-	17.56	49,77,111	480.31
Outstanding at the end of year	1,99,08,443	1,991.00	1,99,08,443	1,973.44

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	As at	As at	As at
	31 st March, 2022	31 st March, 2022	31 st March, 2021	31 st March, 2021
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Ghanshyambhai Ambalal Thakkar	21,68,832	10.89	28,68,298	14.41
Krupesh Ghanshyambhai Thakkar and Ghanshyambhai Ambalal Thakkar Repre. Rushil International (Partnership Firm)	26,59,207	13.36	26,59,207	13.36
Krupesh Ghanshyambhai Thakkar	30,61,939	15.38	30,61,939	15.38
Krupesh G. Thakkar Karta of Krupesh Ghanshyambhai Thakkar (HUF)	20,02,134	10.06	20,02,134	10.06

3) Disclosure of Shareholding of Promoters	% of Change	As at	As at	As at	As at
		31 st March, 2022	31 st March, 2022	31 st March, 2021	31 st March, 2021
		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	3.52	21,68,832	10.89	28,68,298	14.41
Krupesh Ghanshyambhai Thakkar and Ghanshyambhai Ambalal Thakkar Repre. Rushil International (Partnership Firm)	-	26,59,207	13.36	26,59,207	13.36

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

3) Disclosure of Shareholding of Promoters	% of Change	As at	As at	As at	As at
		31 st March, 2022	31 st March, 2022	31 st March, 2021	31 st March, 2021
		Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Krupesh Ghanshyambhai Thakkar	-	30,61,939	15.38	30,61,939	15.38
Krupesh G. Thakkar Karta of Krupesh Ghanshyambhai Thakkar (HUF)	-	20,02,134	10.06	20,02,134	10.06
Krupa Krupesh Thakkar	-	4,06,875	2.04	4,06,875	2.04
Dinuben Ghanshyambhai Thakkar	-	3,55,154	1.78	3,55,154	1.78
Rushil Krupesh Thakkar	-	3,00,420	1.51	3,00,420	1.51

14 OTHER EQUITY :

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
a) Capital Redemption Reserve		0.50		0.50
(For Redemption of Preference Share Capital)				
b) Others				
1) Securities Premium				
Opening Balance	9,900.16		7,982.48	
Add : Addition during the year	72.87		1,917.68	
	9,973.03	9973.03	9,900.16	9,900.16
2) Amalgamation Reserve		33.00		33.00
3) General Reserve				
Opening Balance	60.00		60.00	
Add : Addition during the year	-	60.00	-	60.00
4) Revaluation Reserve (Fair value of land net of Deferred Tax Liability) (Refer Note No.47)				
Opening Balance	1,767.15		1,851.99	
Add : Addition during the year	-		248.65	
Less : Deduction during the year	-	1,767.15	333.49	1,767.15
5) Retained Earnings				
Balance Brought Forward From Previous Year	12,726.68		11,441.38	
Adjustment as per IND AS				
Add: Fair Value of Term loan effect	-		-	
Less: Prior Period Expenses	-		-	
Add: Profit on M2M of Forward Contract (Net of tax)	-		-	
	12,726.68		11,441.38	
Add: Profit/(Loss) for the year	2,280.47		1,371.83	
	15,007.15		12,813.21	
Less :Proposed Final Dividend on equity share (amount per share ₹ 0.50 (31 st March, 2017)	-		-	
Less : Tax on Equity Dividend	-		-	

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

Particulars	(₹ in Lakhs)			
	Amount	31.03.2022	Amount	31.03.2021
Less :Final Dividend on equity share (amount per share ₹ 0.50 (31 st March, 2021 and 31 st March, 2022)	99.51		86.53	
Less : Tax on Equity Dividend	-		-	
Less : Interim Dividend on equity share (amount per share ₹ Nil (31 st March, 2016 amount per share ₹ 0.50)	-		-	
		14907.64	-	12726.68
6) Money received against share warrants :				
Opening Balance	-		-	
Add : Issued during the period	-		-	
Less: Converted into Equity Shares	-		-	
Closing Balance	-	-	-	-
7) Remeasure-ment of the defined benefit Plan				
Opening Balance	(46.22)		(22.46)	
Add: Addition during the year (net of Income Tax)	-		-	
Less: Deduction during the year (net of Income Tax)	(7.41)		(23.76)	
Closing Balance		(53.63)		(46.22)
		26,687.69		24,441.28

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 Standalone Financial Statements (Contd.)
RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

15 BORROWINGS :

(₹ in Lakhs)

Particulars	31.03.2022	31.03.2022	31.03.2021	31.03.2021
	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	-	-	150.00	-
(b) Term loan A/c no 01500600020907	-	-	62.50	0.25
(c) Term loan A/c no 01500600021047	62.50	31.16	62.50	93.43
(d) Term loan A/c no 01500600021195	233.33	525.00	233.33	758.33
(e) Corporate loan A/c no 01500600021248	200.00	499.92	200.00	699.87
(f) Term loan A/c no 01500600021225	37.50	84.15	37.50	121.48
(g) Term loan A/c no 01500600021317	445.60	2228.40	-	2,674.00
(h) Term loan A/c no 01500600021634	107.80	-	327.60	107.80
(i) Term loan A/c no 01500600022738	-	-	800.00	-
(j) Term loan A/c no 01500600023184	-	1,473.95	-	-
(k) Term loan External Commercial Borrowing (USD 15000000) [LRN 201809163]	1,827.88	9,541.75	-	10,967.25
II. ECA Loan from foreign bank (refer note 2 below)				
(a) Bayerische Landesbank and LBBW ECA [LRN.201809103]	1,525.72	8,927.49	764.70	9,430.99
III. Yes Bank (refer note 3 below)				
(a) Business loan A/c no 021588900000352	105.07	589.47	105.07	696.35
(b) Business loan A/c no 021588900000480	4.19	22.08	4.19	26.69
(b) Unsecured Loans from related parties				
From Directors, Promoters and their related parties	18.91	3825.10	17.47	3091.42
(c) From Others				
Vehicle Loans (refer note 4 below)	139.43	269.11	73.86	127.04
Loan from LIC (refer note 5 below)	-	22.73	-	22.73
Loan from Financial Institution and Bank (refer note 6 below)	58.22	0.03	80.44	58.56
Loan from Karnataka VAT-I (refer note 7 below)	-	-	-	22.23
Loan from Karnataka VAT-II (refer note 7 below)	47.92	66.78	-	96.58

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

(₹ in Lakhs)

Particulars	31.03.2022	31.03.2022	31.03.2021	31.03.2021
	Current maturities	Non-Current Portion	Current maturities	Non-Current Portion
Loan from Karnataka VAT-III (refer note 7 below)	-	63.24	-	49.27
Loan from Karnataka VAT-IV (refer note 7 below)	-	52.10	-	44.85
Loan from Karnataka VAT-V (refer note 7 below)	-	92.22	-	68.91
Loan from Karnataka VAT-VI (refer note 7 below)	-	74.09	-	58.85
(d) Deferred Revenue (KVAT LOAN) (refer note 7 below)	-	228.96	-	304.23
	4,814.07	28,617.72	2,919.16	29,521.11

Note: 1

Term loan from Bank of Baroda

Secured by way of

- (a) Hypothecation of entire current assets of the company present and future,
- (b) Equitable mortgage of
 - (i) Land, building and Plant & Machinery belonging to the company both present and future to be constructed,
 - (ii) office premises situated at flat no 1 & 2 krinkal apartment, paldi, ahmedabad belonging to the company
 - (iii) residential bungalow situated 4, pushpa dhanva owners association, vastrapur, ahmedabad belonging to Shri KrupeshbhaiThakkar
 - (iv) plot situated at lati bazar, ahmedabad in the name of Shri Krupeshbhai Thakkar
- (c) 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.
- (d) Pledge of fixed deposit of ₹ 0.93 Cr
- (e) secured by way of personal guarantee of Shri Krupeshbhai Thakkar, Mr. Rushil Krupesh Thakkar and Personal Guarantee of Smt. Dinuben G. Thakkar to the extent of value of property (Pushpa Dhanva Bungalow).

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 Lakhs)	Total (₹ in Lakhs)
	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
		TOTAL	1500

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

Notes to Standalone Financial Statements (Contd.)**RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)****Term of Repayment**

Particulars	Repayment Schedule		
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 Lakhs)	Total (₹ in Lakhs)
	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
		TOTAL	375.00
* Repayment amount is actual repayment to be made while in books, outstanding basis after doing amortisation			
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 Lakhs)	Total (₹ in Lakhs)
	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
		TOTAL	375.00
* Repayment amount is actual repayment to be made while in books, outstanding basis after doing amortisation			
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 Lakhs)	Total (₹ in Lakhs)
	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
	2024-25	58.333x1	58.33
		TOTAL	1400.00

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

Term of Repayment

Particulars	Repayment Schedule		
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 Lakhs)	Total (₹ in Lakhs)
	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
		TOTAL	1200.00
* 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 Lakhs)	Total (₹ in Lakhs)
	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
		TOTAL	225.00
* Repayment amount is actual repayment to be made while in books, outstanding basis after doing amortisation			
Term loan A/C NO. 01500600021317 (Rupee Term Loan for Andhra Pradesh Project)	24 quarterly installments of ₹ 1.114 Cr +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 Lakhs and 1 installment of ₹ 25.90 Lakhs after completion of moratorium period of 6 months from the date of first disbursement. The interest is to be served on monthly basis.		
	Year	No. of installments (₹ in Lakhs)	Total (₹ in Lakhs)
	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 Cr after completion of moratorium period of 2 months from the date of first disbursement. The interest is to be served on monthly basis.		

Notes to Standalone Financial Statements (Contd.)**RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)****Term of Repayment**

Particulars	Repayment Schedule		
Corporate loan A/C NO. 01500600023184	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 Lakhs)	Total (₹ in Lakhs)
	2023-24	62.50x4	250.00
	2024-25	62.50x4	250.00
	2025-26	62.50x4	250.00
	2026-27	62.50x4	250.00
	2027-28	62.50x4	250.00
	2028-29	62.50x4	250.00
		TOTAL	1500.00
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 from 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 886583.31 and 1 installment of EURO 886583.30) starting from 15 th December, 2021.
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Secured by way of hypothecation of machinery, equipment for a Medium Density Fiberboard (MDF) manufacturing plant by Siemplekamp Maschinen and Anlagenbau GmbH at plant situated of Rushil Decor Limited - Atchutapuram, Vishakhapatman, Andhra Pradesh, India

Note: 3**Business loan from Yes Bank**

Bayerische Landesbank and LBBW ECA [LRN.201809103], Germany	15 half yearly installments (14 installments of EURO 886583.31 and 1 installment of EURO 886583.30) starting from 15 th December, 2021.
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Secured by way of 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 guarantee of Shri Kurpesh Thakkar

Term of Repayment

Particulars	Repayment Schedule
Business loan A/c no 021588900000352	Payable in 120 monthly installments of ₹ 8.75 Lakhs commencing from November-2018
Business loan A/c no 021588900000480	Payable in 120 monthly installments of ₹ 0.35 Lakhs commencing from November-2018

Notes to Standalone Financial Statements (Contd.)
RUSHIL DECOR 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 Lakhs)	Period	Commencing Date
AXIS BANK LTD LOAN NO. CER000305013436	1.22	1.3.2020 TO 1.2.2023	1.3.2020
AXIS BANK LTD LOAN NO. CER000305013861	1.22	1.3.2020 TO 1.2.2023	1.3.2020
AXIS BANK LTD LOAN NO. AUR000304000399	0.25	1.5.2019 TO 1.5.2022	1.5.2019
BANK OF BARODA LOAN A/C 01500600021627	0.08	8.7.2020 TO 8.7.2027	8.7.2020
BANK OF BARODA LOAN A/C 01500600021639	0.41	31.7.2020 TO 30.7.2024	31.7.2020
BANK OF BARODA LOAN A/C 01500600022673	0.24	16.1.2021 TO 16.1.2025	16.1.2021
BANK OF BARODA LOAN A/C 01500600022658	0.21	28.12.2020 TO 28.12.2024	28.12.2020
BANK OF BARODA LOAN A/C 01500600021745	0.35	4.11.2020 TO 1.11.2025	4.11.2020
BANK OF BARODA LOAN A/C 01500600021746	0.65	4.11.2020 TO 1.11.2025	4.11.2020
YES BANK LOAN A/C NO CE000700459832	0.31	8.2.2019 TO 8.12.2022	8.2.2019
YES BANK LOAN A/C NO - CEL000700459833	0.22	8.2.2019 TO 8.12.2022	8.2.2019
YES BANK LOAN A/C NO -CEL000700619516	0.38	15.1.2020 TO 15.11.2023	15.1.2020
YES BANK LOAN A/C NO -CEL000700619601	0.22	15.1.2020 TO 15.11.2023	15.1.2020
YES BANK LOAN A/C NO -CEL000700619680	0.22	15.1.2020 TO 15.11.2023	15.1.2020
KOTAK MAHINDRA BANK LTD (LOAN AGREE NO CE-14833009)	1.35	1.10.2017 TO 1.9.2022	1.10.2017
BANK OF BARODA [01500600022883] [INNOVA CRYSTA XM]	0.40	27.09.2021 TO 27.08.2026	27.09.2021
BANK OF BARODA [01500600022888] [HYUNDAI I20 ASTA]	0.20	03.10.2021 TO 03.09.2026	03.10.2021
BANK OF BARODA [01500600022858] [TATA TIGOR 2 CAR]	0.26	10.09.2021 TO 10.08.2026	10.09.2021
BANK OF BARODA [01500600022756] [FORKLIFT]	4.45	26.06.2021 TO 26.04.2025	26.06.2021
BANK OF BARODA [01500600022839] [FORKLIFT]	0.22	30.08.2021 TO 30.06.2025	30.08.2021
BANK OF BARODA [01500600023009] [BOLLERO]	0.16	02.01.2022 TO 02.12.2026	02.01.2022
BANK OF BARODA [01500600023135] [A.L. TRUCK AND PAL FINGER]	2.06	11.04.2022 TO 11.03.2026	11.04.2022

Note: 5

Secured against pledge of keyman Insurance policies of directors.

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

Note: 6

Unsecured Loan from Financial Institution and Bank. Repayment schedule is as under.

Name	Loan Amount	Current maturities	Monthly installments including interest (₹ in Lakhs)	Period	Commencing Date
ICICI BANK LTD. LOAN A/C NO. UPABD00041569635	47.70	15.80	1.69	5.4.2020 TO 5.9.2022	5.4.2020
IDFC FIRST BANK. LOAN A/C NO 31147307	51.00	16.87	1.78	2.4.2020 TO 2.3.2023	2.4.2020
IIFL LTD. LOAN A/C NO SL2559852	49.68	26.76	2.47	3.5.2020 TO 3.4.2022	3.5.2020
MAGMA FINCORP LIMITED LOAN A/C NO PS/0104/P/18/000015	49.95	16.97	1.77	3.4.2020 TO 3.3.2023	3.4.2020
TATA CAPITAL LTD. LOAN A/C NO TCFBL0272000010825679	49.51	4.04	4.55	5.4.2020 TO 5.4.2021	5.4.2020
	247.85	80.44			

Note: 7

Loan from Karnataka VAT

Secured by way of Bank guarantee. The loan is repayable in 3 equal annual installment as per details mentioned below:

Due Date	Particulars of repayment of principal amount for VAT -II	Particulars of repayment of principal amount for VAT -III	Particulars of repayment of principal amount for VAT -IV	Particulars of repayment of principal amount for VAT-V	Particulars of repayment of principal amount for VAT-VI
01-04-2022	47.92	-	-	-	-
01-04-2023	47.92	29.64	-	-	-
01-04-2024	47.92	29.64	27.40	-	-
01-04-2025	-	29.64	27.40	54.42	-
01-04-2026	-	-	27.40	54.42	49.05
01-04-2027	-	-	-	54.42	49.05
01-04-2028	-	-	-	-	49.05
Total *	143.76	88.93	82.20	163.25	147.16

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

16a TRADE PAYABLES

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
- dues to micro and small enterprises		-		-
- dues to other than micro and small enterprises		8.52		44.70
		8.52		44.70

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

16a TRADE PAYABLE AGING SCHEDULE (NONCURRENT)

As at March 2022 (₹ in Lakhs)

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT						
	UNBILLED	NOT DUE	LESS THAN ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	TOTAL
(i) MSME	-	-	-	-	-	-	-
(ii) OTHERS	-	-	2.64	0.93	1.49	3.46	8.52
(iii) Disputed Dues -MSME	-	-	-	-	-	-	-
(iv) Disputed Dues Others	-	-	-	-	-	-	-
Total	-	-	2.64	0.93	1.49	3.46	8.52

As at March 2021 (₹ in Lakhs)

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT						
	UNBILLED	NOT DUE	LESS THAN ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	TOTAL
(i) MSME	-	-	-	-	-	-	-
(ii) OTHERS	-	-	2.20	2.05	1.50	3.15	8.90
(iii) Disputed Dues -MSME	-	-	-	-	-	-	-
(iv) Disputed Dues Others	-	-	-	-	-	-	-
OTHERS	-	-	-	0.90	34.90	-	35.80
Total	-	-	2.20	2.95	36.40	3.15	44.70

16b OTHER FINANCIAL LIABILITIES :

(₹ in Lakhs)

Particulars	Current maturities	Non-Current Portion	Current maturities	Non-Current Portion
(a) Trade Deposit from Customers	51.42	864.04	60.99	813.45
	51.42	864.04	60.99	813.45

17 LONG TERM PROVISIONS :

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
(a) Provision for Employee Benefit - Gratuity		250.77		238.34
		250.77		238.34

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

18

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Deferred tax liabilities (Net)		3614.50		2829.74
		3614.50		2829.74

19 OTHER NON-CURRENT LIABILITIES :

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
(a) Deferred Revenue (Subsidy)				
At the beginning of the year	106.38		112.73	
Add: Added during the year	-		-	
Less: Released to the statement of profit and loss at the end of the year	(6.35)		(6.35)	
	100.03		106.38	
Less : Current (Amount Disclosed under the head Other Current Liabilities refer Note No. 23)	(6.35)		(6.35)	
Non-current		93.67		100.03
(b) Deferred Revenue (Govt Grant-EPCG)				
At the beginning of the year	700.83		687.50	
Add: Added during the year	-		13.33	
Less: Released to the statement of profit and loss at the end of the year	105.00	595.82	-	700.83
(c) Trade payable for capital goods		46.18		101.11
		735.68		901.96

20 BORROWINGS :

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Current Borrowings				
(a) Loans repayable on demand				
Working Capital From Banks				
Bank of Baroda - Cash Credit Loans (including Working capital demand loan of ₹ 20 Cr P.Y ₹ 18 Cr (refer note no.1)		4,965.94		2,977.07
Bank of Baroda - Packing Credit (refer note no.1)		3,442.72		1,877.84
Bank of Baroda - Foreign Bills Purchase (refer note no.1)		68.33		510.54
BANK OF BARODA FD/OD A/C NO.14180400000574		1.17		-
BANK OF BARODA FD/OD A/C NO.09230400000878		0.80		-
(b) Current maturities of long-term debt (Including Current Maturity of Trade Deposit from Customer)		4,846.58		2,962.68
(c) From Directors, Promoters and their related parties		18.91		17.47
		13,344.44		8,345.60

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

Note: 1

Working Capital facility from Bank of Baroda

Secured by way of

- (a) Hypothecation of entire current assets of the Company present and future,
- (b) Equitable mortgage of
 - (i) Land, building and Plant & Machinery belonging to the Company both present and future to be constructed,
 - (ii) office premises situated at flat no 1 & 2 krinkal apartment, paldi, ahmedabad belonging to the Company
 - (iii) residential bungalow situated 4, pushpa dhanwa owners association, vastrapur, ahmedabad belonging to Shri Krupeshbhai Thakkar
 - (iv) plot situated at lati bazar, ahmedabad in the name of Shri Krupeshbhai Thakkar
- (c) 2nd Charge over machinery 800 CBM Capacity MDF board unit purchased from Siempelkamp - Germany and other related equipments/machineries to be financed by Byren LB and LBBW under supplier credit arrangement.
- (d) Pledge of fixed deposit of ₹ 0.93 Cr
- (e) secured by way of personal guarantee of Shri Krupeshbhai Thakkar, Mr. Rushil Krupesh Thakkar and Personal Guarantee of Smt. Dinuben G. Thakkar to the extent of value of property (Pushpa Dhanva Bungalow).

21 TRADE PAYABLES :

Particulars	Amount		Amount	
		31.03.2022		31.03.2021
Total outstanding dues of micro and small enterprises Nil) (refer note no.21a)		453.97		168.32
Total outstanding dues other than micro and small enterprises		8,335.71		7,816.15
		8,789.68		7,984.47

(₹ in Lakhs)

21 TRADE PAYABLE AGING SCHEDULE (CURRENT)

As at March 2022

(₹ in Lakhs)

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT						
	UNBILLED	NOT DUE	LESS THAN ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	TOTAL
(i) MSME	-	453.97	-	-	-	-	453.97
(ii) OTHERS	-	8,261.92	59.00	8.60	5.21	0.98	8,335.71
(iii) Disputed Dues -MSME	-	-	-	-	-	-	-
(iv) Disputed Dues Others	-	-	-	-	-	-	-
OTHERS	-	-	-	-	-	-	-
Total	-	8,715.90	59.00	8.60	5.21	0.98	8,789.68

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

As at March 2021

(₹ in Lakhs)

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENT						TOTAL
	UNBILLED	NOT DUE	LESS THAN ONE YEAR	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
(i)							
MSME	-	168.32	-	-	-	-	168.32
(ii)							
OTHERS	-	6,273.37	1,517.44	20.28	0.78	4.29	7,816.15
(iii) Disputed Dues -MSME							
MSME	-	-	-	-	-	-	-
(iv) Disputed Dues Others							
OTHERS	-	-	-	-	-	-	-
Total	-	6,441.68	1,517.44	20.28	0.78	4.29	7,984.47

21a TRADE PAYABLES - TOTAL OUTSTANDING DUES OF MICRO & SMALL ENTERPRISES*

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
a) The Principal amount and Interest due there on remaining unpaid as at year end: Principal		453.97		168.32
b) Interest paid by the company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.		-		-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006		-		-
d) Interest accrued and remain unpaid as at year end		-		3.81
e) Further Interest remaining due and payable even in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises		-		-

*Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

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

22 OTHER FINANCIAL LIABILITIES :

(₹ in Lakhs)				
Particulars	Amount	31.03.2022	Amount	31.03.2021
(a) Interest accrued but not due on borrowings;		98.65		112.63
(b) Share Application Money (Refundable ₹ 0.0025 Lakhs) (Refer Note No. 48)		0.00		0.00
(c) Unclaimed Equity Dividend		2.18		1.72
		100.84		114.35

23 OTHER CURRENT LIABILITIES :

(₹ in Lakhs)				
Particulars	Amount	31.03.2022	Amount	31.03.2021
(a) Advance from customers		498.49		198.56
(b) Trade payable for capital goods (including Total outstanding dues of micro and small enterprises ₹ 5.1 Lakhs for P.Y ₹ NIL/-)		745.47		2,271.60
(c) Duties and taxes		76.65		79.26
(d) Deferred Revenue (Subsidy)		6.35		6.35
		1,326.96		2,555.78

24 PROVISIONS

(₹ in Lakhs)				
Particulars	Amount	31.03.2022	Amount	31.03.2021
Provision for employee benefits		112.22		97.45
Provision for Gratuity		75.74		63.38
Provision for expenses		2,156.21		917.75
		2,344.18		1,078.58

25 CURRENT TAX LIABILITIES (NET):

(₹ in Lakhs)				
Particulars	Amount	31.03.2022	Amount	31.03.2021
Provision of Income tax (Net of Advance Tax & TDS)		-		-
For 2019 - 2020		-		-
		-		-

26 REVENUE FROM OPERATIONS

(₹ in Lakhs)				
Particulars	Amount	31.03.2022	Amount	31.03.2021
I. Revenue from operations				
A. Sale of Products				
Direct Export Turnover		13,660.55		10,466.87
Domestic Turnover		48,032.84		22,243.72
Turnover		61,693.39		32,710.59
B. Other Revenue from operations		723.51		833.80
Total Revenue from operations		62,416.90		33,544.38

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

Other operating revenue as under	Amount	31.03.2022	Amount	31.03.2021
- Licence due income		723.51		833.80
Total		723.51		833.80

27 OTHER INCOME :

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Foreign Exchange Gain		34.42		341.75
Interest Income		63.21		79.16
Rent Income		11.27		5.01
Royalty Income		0.29		-
Sundry Balances Written off		25.70		-
Deferred Revenue Amortised (IND AS-20) (Refer note No. 19)		6.35		6.35
		141.24		432.27

28 COST OF MATERIALS CONSUMED:

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Raw Material Consumed:				
Opening Stock of Raw Material	2,843.95		2,710.52	
Less :Transfer to purchase of stock in trade	-		3.06	
Net Opening Stock of Raw Material	2,843.95		2,707.47	
Add : Purchases (Net of Goods and Service Tax, Discount Rate Diff. & Material for Resale ₹ 204.55 Lakhs previous year ₹ 159.56 Lakhs)	37,866.32		16,786.05	
Add : Freight, Octroi, and Clearing & Forwarding	372.48		282.25	
Add : C.V.D., Other Duty & Licence Use	567.38		490.61	
	41,650.12		20,266.38	
Less : Closing Stock of Raw Material*				
* Including stock of Purchase for Trading goods ₹ Nil/- P.Y. ₹ 21.80 Lakhs	4,639.15		2,843.95	
		37,010.97		17,422.43

29 PURCHASE OF STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Melamine		60.87		115.46
Phenol		93.30		42.84
Base Paper		50.38		-
Kraft Paper		-		1.26
PVC sheets		1.01		11.70
PVC Foil and PVC Film		-		3.06
Total		205.56		174.32

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

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

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Opening Stock				
Finished Goods	3,481.11		4,062.74	
Less : Transfer to purchase of stock in trade	1.01		11.70	
	3,480.10		4,051.04	
Stock-in-Progress	514.00		510.01	
	3994.10		4561.05	
Less : Closing Stock *				
Finished Goods	7,291.59		3,481.11	
Stock-in-Progress	1,234.78		514.00	
* Including stock of Trading goods ₹ Nil/- (Finished Goods) P.Y. Including stock of Trading goods ₹ 29.43 Lakhs (Finished Goods)				
Increase/(Decrease) in Stock of Finished Goods & Stock-in-Progress		(4,532.26)		565.94

31 EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Salary & Bonus		3,946.95		2,601.69
Contribution to Provident Fund etc.		127.00		80.56
		4,073.95		2,682.25

32 FINANCE COSTS

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Interest on Cash Credit		380.82		359.13
Interest on Term Loan		947.37		386.42
Interest to Unsecured loan		159.13		104.33
Interest to Financial Institution		349.50		248.82
Other Financial Charges		194.03		143.21
Exchange difference regarded as an adjustment to borrowing cost			1,293.05	
Less: Finance cost capitalised		-	1,293.05	-
		2,030.84		1,241.90

33 OTHER EXPENSES

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Stores & Spares Consumed :				
Opening Stock	1,578.75		1,263.34	
Add : Purchases	2,559.62		1,030.63	
	4,138.37		2,293.97	
Less: Closing Stock	2,360.97	1,777.41	1,578.75	715.22
Commission on Imports		30.40		34.93

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

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
Jobwork Charges		298.33		735.24
Power & Fuel Consumed :				
Opening Stock	9.42		11.84	
Add : Purchases	5,607.56		2,560.76	
	5,616.98		2,572.60	
Less: Closing Stock	15.87	5,601.11	9.42	2,563.17
Repairs & Maintenance :				
Machinery	625.73		39.79	
Building	22.17		21.14	
Others	2.58	650.48	1.23	62.17
Wages		1,439.61		1,063.04
Transport Charges		44.61		44.74
Factory Expenses		397.59		153.02
Advertisement Expenses		59.48		27.05
Audit Fees*		5.00		5.00
Sales Commision		532.79		439.72
Computer Maintenance Expenses		51.97		37.29
Corporate Social Responsibility contribution		31.58		68.01
Donation		2.40		0.51
General/ Miscellaneous Expenses		100.78		67.86
Insurance Expenses		248.45		125.34
Legal & Professional Charges		267.46		159.65
Loss on Sale of Fixed Assets		0.26		1.42
Postage and Telephone Expenses		55.33		42.19
Printing and Stationary Expenses		28.72		21.62
Rent,Rate and Taxes		255.55		148.98
Selling Expenses		5,908.33		2,443.52
Sundry Balances Written off		-		0.67
Travelling, Conveyance and Vehicle Expenses		476.92		241.91
		1,82,64,54,847		92,02,26,471

	Amount	31.03.2022	Amount	31.03.2021
*Audit Fees				
As auditors - Statutory audit / Tax Audit		5.00		5.00
Taxation Matters		-		-
Company Law Matters		-		-
Certification fees & other services		-		-
Reimbursement of expenses		-		-
		5.00		5.00

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

34 TAX EXPENSE :

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
(1) Current Tax (Including Short/Excess provision of earlier years)		-		0.95
(2) Deferred Tax		787.25		493.69
		787.25		494.65

(₹ in Lakhs)

Particulars	Amount	31.03.2022	Amount	31.03.2021
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	3,067.71		1,866.48	
Current Tax expenses on Profit before tax expenses at the enacted income tax rate in India	772.08		469.75	
Non deductible expenses for Tax Purpose	642.03		277.60	
Deductible Expenses for Tax purposes	(1,414.12)		(747.36)	
Excess Provision of earlier years written back	-		0.95	
A : Current tax as reported in the Statement of Profit and Loss		-		0.95
Reconciliation of Deferred Tax Liability				
Timing Difference of Depreciation (Deferred tax liability)	975.15		685.93	
Gratuity Payment (Deferred Tax Liability)	(3.75)		0.08	
Capital gain on land revaluation-Deferred Tax Liability)	(6.56)		(2.18)	
On Unabsorbed Depreciation	(177.60)		(190.13)	
B : Deferred tax as reported in the Statement of Profit and Loss		787.25		493.69
C : Total Tax expense as reported in the Statement of Profit and Loss C=A+B		787.25		494.65

35 EARNINGS PER SHARE :

(₹ in Lakhs)

Particulars	31.03.2022	31.03.2021
Basic/Diluted Earnings per Share		
Number of Equity Shares at the beginning of the year	199.08	149.31
Number of Equity Shares allotted during the year	-	49.77
Total Number of Equity Shares at the end of the year	199.08	199.08
Weighted average number of equity shares	199.08	169.21
Profit for the year (after tax, available for equity shareholders) In ₹	2,280.47	1,371.83
Basic and Diluted Earnings Per Share ₹	11.45	8.11

Notes to Standalone Financial Statements (Contd.)
RUSHIL DECOR 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 Lakhs (P.Y. ₹ 72.12 Lakhs)
2. Disputed Custom Duty Matter Under Appeal ₹ 27.56 Lakhs (P.Y. ₹ 27.56 Lakhs)
3. Disputed Sales Tax/VAT matter Under Appeal ₹ Nil Lakhs (P.Y. ₹ 15.81 Lakhs)

Note:

- (a) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above, pending resolution of the respective proceedings as it is determinable only on receipt of judgments/decisions pending with various forums/ authorities.
- (b) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.
- (2) Outstanding Letters of Credit ₹ 157.93 Lakhs (P.Y. ₹ 88.70 Lakhs)
- (3) Outstanding Bank Guarantee ₹ 685.98 Lakhs (P.Y. ₹ 953.13 Lakhs)

(b) Commitments:

(1) Capital Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for net of advances, ₹ 874.76 Lakhs (previous year ₹ 724.85 Lakhs).

(2) EPCG Commitments

Future export obligations/commitments under import of Capital Goods at Concessional rate of customs duty. As at 31st March, 2022 ₹ 18,627.67 Lakhs (Previous Year ₹ 20,336.63 Lakhs).

37 FINANCIAL AND DERIVATIVE INSTRUMENTS

- Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the achievement of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual business plan coupled with long-term and short term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations, long-term and short-term bank borrowings.

The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Net debt includes interest bearing borrowings including lease obligations less cash and cash equivalents, other bank balances.

The table below summaries the capital, net debt and net debt to equity ratio of the Company.

Particulars	(₹ in Lakhs)	
	As at 31 st March, 2022	As at 31 st March, 2021
Equity Share capital	1,991.00	1,973.44
Other Equity	26,687.69	24,441.28
Total Equity	28,678.69	26,414.72
Interest-bearing loans and borrowings	41,962.16	37,866.71

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

(₹ in Lakhs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Less : Cash and cash equivalents	51.50	155.90
Less: Bank balances other than above	558.47	1007.43
Net Debt	41,352.19	36,703.38
Gearing Ratio	1.44	1.39

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.

(i) Categories of Financial Instruments

(₹ in Lakhs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Financial Assets		
Measured at Amortised Cost		
(i) Trade and Other Receivables	8,494.69	5,990.88
(ii) Cash and Cash Equivalents	51.50	155.90
(iii) Loans	8.26	8.26
(iv) Other Financial Assets	1,024.18	661.55
Financial Liabilities		
Measured at Amortised Cost		
(i) Borrowings	41,962.16	37,866.71
(ii) Trade Payables	8,798.20	8,029.17
(iii) Other Financial Liabilities	964.88	927.80

(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 analysing 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.

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

(a) For hedging currency

(₹ in Lakhs)

Particulars	As at	As at
	31 st March, 2022	31 st March, 2021
Outstanding Forward Contract	386.18	268.37

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

(₹ in Lakhs)

Particulars	Amount receivable in Foreign Currency		Amount Payable in Foreign Currency	
	Foreign Currency (in Mn)	Indian Currency (₹ in Lakhs)	Foreign Currency (in Mn)	Indian Currency (₹ in Lakhs)
31-03-2022	2.516454 US\$	1,907.41	17.602992 US\$ 12.726694 EURO 0.562560 JPY	24,064.23
31-03-2021	1.3193206 US\$	964.62	17.07772 US\$ 14.089911 EURO	24,610.04

Sensitivity to Risk

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

(₹ in Lakhs)

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	5% Increase	5% Decrease	5% Decrease	5% Decrease
US\$	(667.13)	667.13	(624.32)	624.32
EURO	(535.91)	535.91	(606.18)	606.18
JPY	(0.17)	0.17	-	-

Interest Rate Risk

The Company's interest rate risk arises from the Long Term Borrowings with fixed rates. The Company's fixed rates borrowings are carried at amortised cost.

Liquidity Risk

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due.

Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The contractual maturity is based on the earliest date on which the Company may be required to pay.

The following are the contractual maturities of non-derivative financial liabilities, based on contractual cash flows:

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

(₹ in Lakhs)

Particulars	Due in 1 Year	1 Year - 3 Years	More than 3 Years	Total
As at 31st March, 2022				
Borrowings	13,344.44	8,342.12	20,275.59	41,962.16
Trade Payables	8,789.68	8.52	--	8,798.20
Other Financial Liabilities	100.84	864.04	--	964.88
Total	22,234.96	9,214.69	20,275.59	51,725.24
As at 31st March, 2021				
Borrowings	8,345.60	17,179.74	12,341.37	37,866.71
Trade Payables	7,984.47	44.70	--	8,029.17
Other Financial Liabilities	114.35	813.45	--	927.80
Total	16,444.42	18,037.89	12,341.37	46,823.68

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.

(₹ in Lakhs)

Particulars	Upto 1 Year	1 Year - 3 Years	More than 3 Years	Total
As at 31st March, 2022				
Loans to Employees	--	8.26	--	8.26
Trade Receivables	8,255.92	238.76	--	8,494.69
Other Financial Assets	--	--	1.25	1.25
Total	8,255.92	247.02	1.25	8,504.19
As at 31st March, 2021				
Loans to Employees	--	8.26	--	8.26
Trade Receivables	5,753.65	237.23	--	5,990.88
Other Financial Assets	--	--	1.25	1.25
Total	5,753.65	245.48	1.25	6,000.38

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.

Notes to Standalone Financial Statements (Contd.)

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

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.

Segment wise Revenue, Results and capital employed

Primary business segments – Revenue by nature of products:

	(₹ in Lakhs)	
Details	2021-22	2020-21
Decorative Laminated Sheets	17,729.94(*)	16,277.51(*)
Medium Density Fiber Board	42,963.78	15,473.75(*)
Polyvinyl Chloride Boards	763.88 (*)	752.24(*)
Total	61,457.60	32,503.50

(*) Does not include trading Sales of ₹ 235.79 Lakhs (Previous year ₹ 207.09 Lakhs)

Revenue by geographical regions

- (i) Decorative Laminate Sheets

	(₹ in Lakhs)	
Details	2021-22	2020-21
India	7,029.69	5,862.40
Outside India	10,700.26	10,415.10
Total	17,729.94	16,277.51

(*) Does not include Trading sales of ₹ 233.94 Lakhs (Previous year ₹ 133.04 Lakhs)

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

(ii) Medium Density Fibre Board

(₹ in Lakhs)

Details	2021-22	2020-21
India	40,003.49	15,423.08
Outside India	2,960.29	50.66
Total	42,963.78	15,473.75

(*) Does not include Trading sales of ₹ Nil Lakhs (Previous year ₹ 59.85 Lakhs)

(iii) Polyvinyl Chloride Boards

(₹ in Lakhs)

Details	2021-22	2020-21
India	763.88	751.13
Outside India	-	1.10
Total	763.88	752.24

(*) Does not include Trading sales of ₹ 1.84 Lakhs (Previous year ₹ 14.21 Lakhs)

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

(₹ in Lakhs)

Sr. No.	Details	Year ended on 31.03.2022	Year ended on 31.03.2021
1	Segment Revenue (Gross)		
a	Laminates & allied products	18,974.36	17,560.22
b	Particle Board	-	-
c	Medium Density Fiber Board	43,442.64	15,592.41
d	Polyvinyl Chloride Boards	765.72	766.44
e	Unallocated	-	-
	Total	63,182.72	33,919.07
	Less: Inter segment revenue	765.82	374.69
	Gross sales from Operations	62,416.90	33,544.38
2	Segment Results		
	Profit before Interest and Tax:		
a	Laminates & allied products	1,098.90	1,736.47
b	Particle Board	-	149.79
c	Medium Density Fiber Board	4,336.41	1,478.74
d	Polyvinyl Chloride Boards	(186.75)	(128.65)
e	Unallocated	-	-
	Total	5,248.57	3,236.35
	Less:		
i	Interest	2,030.84	1,241.90
ii	Other Unallocable expenditure	150.01	127.97
iii	Tax Expense	787.25	494.65
	Add:		
i	Unallocable income	-	-
	Total Profit After Tax and Other Comprehensive Income	2,280.47	1,371.83
3a	Segment Assets		
a	Laminates	17,771.17	16,216.26
b	Particle Board	256.84	256.84
c	Medium Density Fiber Board	68,003.57	61,633.51
d	Polyvinyl Chloride Boards	2,644.43	2,736.19
e	Unallocated	-	-
	Total Segment Assets	88,676.01	80,842.80

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

(₹ in Lakhs)

Sr. No.	Details	Year ended on 31.03.2022	Year ended on 31.03.2021
3b	Segment Liabilities		
a	Laminates	6,489.25	6,604.71
b	Particle Board	41.80	43.21
c	Medium Density Fiber Board	11,356.31	9,645.26
d	Polyvinyl Chloride Boards	147.79	268.20
e	Unallocated	-	-
	Total Segment Liabilities	18,035.16	16,561.38

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:

(₹ in Lakhs)

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 Shri Krupa Decorative Veneer Private Limited Decoply Agency Ghanshyam Sales Agency Vir Decorative Sheets Private Limited Association of Indian Panelboard Manufacturer Indian Laminats Manufcaturers Association Kuru Food Labs LLP Ghanshyam Parivar Trust
2	Key Managerial Person	Mr. Ghanshyam A. Thakkar - Whole Time Director (ceased w.e.f. 25 th August, 2021 due to Death) Mr. Krupesh G. Thakkar – Chairman and Managing Director Mr. Rushil K. Thakkar – Director (appointed w.e.f. 13 th August, 2021) Mr. Ramnik T. Kansagara – Executive Director Mr. Shankar Prasad Bhagat – Non-Executive Director Mr. Rohit B. Thakkar – Non-Executive Director (ceased w.e.f. 3 rd July, 2021 due to Death) Mrs. Jingle Piyush Thakkar - Non-Executive Director (resigned w.e.f. 21 st November, 2019) Miss Archee D. Thakkar - Non-Executive Director Mr. Keyur M. Gajjar - Chief Executive Officer Mr. Vipul S. Vora – Ex-Chief Financial Officer (up to 18 th March, 2022) Mr. Hiren Padhya - Chief Financial Officer (w.e.f. 19 th March, 2022) Mr. Hasmukh K. Modi – Company Secretary Mr. Kantilal A Puj – Non-Executive Independent Director (appointed w.e.f. 13 th August, 2021)

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

(₹ in Lakhs)

Sr. No.	Nature of Relationship	Name of Related Parties
3	Relative of Key Managerial Person	Ghanshyambhai A. Thakkar HUF Krupeshbhai G. Thakkar HUF Ambalal D. Thakkar HUF Krupaben K. Thakkar Dinuben G. Thakkar Masumi K. Thakkar Rushvi R. Thakkar Harsh R. Patel Mrunal K. Gajjar Viresh N. Thakkar Alkaben Thakkar (Sister of Krupeshbhai) Snehal K Thakkar (Huf) Alpaben Thakkar (Sister Of Krupeshbhai) Snehal K Thakkar

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

Related Party Transactions for the Year Ended on 31.03.2022

(₹ in Lakhs)

Nature of Transaction	Enterprises over which Key Managerial Person is able to exercise significant influence		Key Managerial Personnel		Relatives of Key Managerial Personnel & Director		Total	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
(A) Volume of Transactions								
1) Sales of Goods								
Surya Panel Private Limited	1581.34	311.49	-	-	-	-	1581.34	311.49
Rushil International	-	156.50	-	-	-	-	-	156.50
Mr. Keyur M. Gajjar	-	-	-	0.01	-	-	-	0.01
2) Jobwork Charges Paid								
Surya Panel Private Limited	99.53	574.97	-	-	-	-	99.53	574.97
3) Goods Purchased								
Rushil International	-	54.28	-	-	-	-	-	54.28
Surya Panel Private Limited	1377.70	36.49	-	-	-	-	1377.70	36.49
4) Director Sitting Fees								
Rohit B Thakkar	-	-	0.10	0.25	-	-	0.10	0.25
Shankar Prasad Bhagat	-	-	0.74	0.15	-	-	0.74	0.15
Puj Kantilal Ambalal	-	-	0.64	-	-	-	0.64	-
Archee D. Thakkar	-	-	0.87	0.30	-	-	0.87	0.30
5) Finance Charges								
Rushil International	-	-	-	-	-	-	-	-
5) Loan Taken/ Granted								
(A) Loan Taken								
i) Ghanshyambhai Thakkar-HUF								
Loan taken	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	-

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

(₹ in Lakhs)

Nature of Transaction	Enterprises over which Key Managerial Person is able to exercise significant influence		Key Managerial Personnel		Relatives of Key Managerial Personnel & Director		Total	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Balance at 31 st March	-	-	-	-	-	-	-	-
Balance at 1 st April	-	-	-	-	-	-	-	-
i) Ambalal D. Thakkar-HUF								
Loan taken	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	0.68	-	0.68
Balance at 31 st March	-	-	-	-	-	-	-	-
Balance at 1 st April	-	-	-	-	-	0.68	-	0.68
ii) Krupeshbhai G. Thakkar-HUF								
Loan taken	-	-	-	-	9.96	8.47	9.96	8.47
Loan repaid	-	-	-	-	7.94	11.10	7.94	11.10
Balance at 31 st March	-	-	-	-	7.95	5.94	7.95	5.94
Balance at 1 st April	-	-	-	-	5.94	8.57	5.94	8.57
iii) Dinuben G. Thakkar								
Loan taken	-	-	-	-	74.99	68.64	74.99	68.64
Loan repaid	-	-	-	-	0.08	28.11	0.08	28.11
Balance at 31 st March	-	-	-	-	116.92	42.00	116.92	42.00
Balance at 1 st April	-	-	-	-	42.00	1.47	42.00	1.47
iv) Krupaben K. Thakkar								
Loan taken	-	-	-	-	6.09	23.59	6.09	23.59
Loan repaid	-	-	-	-	0.92	48.77	0.92	48.77
Balance at 31 st March	-	-	-	-	9.40	4.23	9.40	4.23
Balance at 1 st April	-	-	-	-	4.23	29.40	4.23	29.40
v) Rushil K. Thakkar								
Loan taken	-	-	33.41	28.73	-	-	33.41	28.73
Loan repaid	-	-	19.08	33.38	-	-	19.08	33.38
Balance at 31 st March	-	-	17.92	3.59	-	-	17.92	3.59
Balance at 1 st April	-	-	3.59	8.23	-	-	3.59	8.23
vi) Mr. Krupesh G. Thakkar								
Loan taken	-	-	1287.30	318.26	-	-	1287.30	318.26
Loan repaid	-	-	521.68	750.16	-	-	521.68	750.16
Balance at 31 st March	-	-	793.56	27.94	-	-	793.56	27.94
Balance at 1 st April	-	-	27.94	459.84	-	-	27.94	459.84
vii) Mr. Ghanshyam A. Thakkar								
Loan taken	-	-	33.53	161.33	-	-	33.53	161.33
Loan repaid	-	-	70.98	276.44	-	-	70.98	276.44
Balance at 31 st March	-	-	-	37.45	-	-	-	37.45
Balance at 1 st April	-	-	37.45	152.55	-	-	37.45	152.55
viii) Viresh Natvarlal Thakkar								
Loan taken	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	-
Balance at 31 st March	-	-	-	-	2.05	2.05	2.05	2.05
Balance at 1 st April	-	-	-	-	2.05	2.05	2.05	2.05
ix) Rushil International								

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

(₹ in Lakhs)

Nature of Transaction	Enterprises over which Key Managerial Person is able to exercise significant influence		Key Managerial Personnel		Relatives of Key Managerial Personnel & Director		Total	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Financial Year	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Loan taken	4701.80	1910.42	-	-	-	-	4701.80	1910.42
Loan repaid	4792.06	4308.41	-	-	-	-	4792.06	4308.41
Balance at 31 st March	2871.75	2962.01	-	-	-	-	2871.75	2962.01
Balance at 1 st April	2962.01	5360.00	-	-	-	-	2962.01	5360.00
x) Rushvi R. Thakkar								
Loan taken	-	-	-	-	0.76	1.72	0.76	1.72
Loan repaid	-	-	-	-	-	1.02	-	1.02
Balance at 31 st March	-	-	-	-	8.46	7.69	8.46	7.69
Balance at 1 st April	-	-	-	-	7.69	7.00	7.69	7.00
xi) Kaushik Thakkar								
Loan taken	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	-
Balance at 31 st March	-	-	16.00	16.00	-	-	16.00	16.00
Balance at 1 st April	-	-	16.00	16.00	-	-	16.00	16.00
6) Managerial Remuneration								
Mr. Ghanshyam A. Thakkar	-	-	44.64	100.00	-	-	44.64	100.00
Mr. Krupesh G. Thakkar	-	-	120.01	100.01	-	-	120.01	100.01
Mr. Ramnik T. Kansagara	-	-	26.68	22.22	-	-	26.68	22.22
Rushil K. Thakkar	-	-	68.47	22.31	-	-	68.47	22.31
7) Dividend Paid								
Mr. Ghanshyam A. Thakkar	-	-	10.84	12.15	-	-	10.84	12.15
Mr. Krupesh G. Thakkar	-	-	15.31	13.12	-	-	15.31	13.12
Krupeshbhai Thakkar HUF	-	-	-	-	10.01	8.48	10.01	8.48
Dinuben G. Thakkar	-	-	-	-	1.78	1.50	1.78	1.50
Krupaben K. Thakkar	-	-	-	-	2.03	1.72	2.03	1.72
Rushil K. Thakkar	-	-	-	-	1.50	1.27	1.50	1.27
Rushil International	13.30	11.26	-	-	-	-	13.30	11.26
Mrunal K. Gajjar	-	-	-	-	0.06	0.04	0.06	0.04
Hasmukh K. Modi	-	-	0.00	0.00	-	-	0.00	0.00
8) Interest Expenses								
Mr. Krupesh G. Thakkar	-	-	-	30.79	-	-	-	30.79
Krupeshbhai Thakkar HUF	-	-	-	-	1.05	0.71	1.05	0.71
Dinuben G. Thakkar	-	-	-	-	8.79	0.70	8.79	0.70
Ambalal D. Thakkar-HUF	-	-	-	-	-	-	-	-
Krupaben K. Thakkar	-	-	-	-	0.68	3.28	0.68	3.28
Rushil K. Thakkar	-	-	1.04	0.76	-	-	1.04	0.76
Rushvi R. Thakkar	-	-	-	-	0.85	0.75	0.85	0.75
Mr. Ghanshyam A. Thakkar	-	-	1.67	11.15	-	-	1.67	11.15
Rushil International	51.57	139.86	-	-	-	-	51.57	139.86
9) Salary to Relatives of Key Management Personal & Director								
Krupaben K. Thakkar	-	-	-	-	57.73	48.11	57.73	48.11
Rushvi R. Thakkar	-	-	-	-	14.77	12.31	14.77	12.31

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

(₹ in Lakhs)

Nature of Transaction	Enterprises over which Key Managerial Person is able to exercise significant influence		Key Managerial Personnel		Relatives of Key Managerial Personnel & Director		Total	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Harsh R. Patel	-	-	-	-	5.79	4.18	5.79	4.18
10) Salary to Key Management Personal								
Mr. Keyur M. Gajjar	-	-	76.21	55.85	-	-	76.21	55.85
Mr. Vipul S. Vora	-	-	47.80	43.39	-	-	47.80	43.39
Mr. Hiren Padhya	-	-	1.82	-	-	-	1.82	-
Mr. Hashmukh K. Modi	-	-	23.70	19.96	-	-	23.70	19.96
11) Lease Rent Expense								
Ratnatej Infrastructure Private Limited	1.20	1.20	-	-	-	-	1.20	1.20
Mr. Krupesh G. Thakkar	-	-	144.00	85.61	-	-	144.00	85.61
Rushil K. Thakkar	-	-	5.40	5.40	-	-	5.40	5.40
12) Lease Rent Deposit Received Back								
Ratnatej Infrastructure Private Limited	-	30.31	-	-	-	-	-	30.31
13) Interest Income on Lease Rent Deposit								
Ratnatej Infrastructure Private Limited	-	-	-	-	-	-	-	-
13) Royalty paid								
Vir Studdio Private Limited (OPC)	1.00	1.00	-	-	-	-	1.00	1.00
14) Royalty Income								
Ghanshyam Forwarders Pvt Ltd	0.29	-	-	-	-	-	0.29	-
15) Payment for Reimbursement of Company's Petrol Expense								
Masumi Thakkar	-	-	-	-	-	11,343	-	11,343
16) CSR Expense								
Ghanshyam Parivar Trust	20.63	2.02	-	-	-	-	20.63	2.02
17) Advertisement Expense								
INDIAN LAMINATE MANUFACTURERS ASSOCIATION	0.21	-	-	-	-	-	0.21	-
18) Staff Welfare Expense								
Kuru Food Lab LLP	0.04	-	-	-	-	-	0.04	-
(B) Outstandings								
a) Payable (Trade Payables and Other Liabilities)								
Vir Studdio Private Limited (OPC)	1.02	-	-	-	-	-	1.02	-

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

(₹ in Lakhs)

Nature of Transaction	Enterprises over which Key Managerial Person is able to exercise significant influence		Key Managerial Personnel		Relatives of Key Managerial Personnel & Director		Total	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
b) Receivable (Trade Receivables)								
Ghanshyam Forwarders Private Limited	0.32	-	-	-	-	-	0.32	-
INDIAN LAMINATE MANUFACTURERS ASSOCIATION	0.27	0.27	-	-	-	-	0.27	0.27
Security Deposit (Lease Rent Deposit Receivable)								
Ratnatej Infrastructure Private Limited	32.00	32.00	-	-	-	-	32.00	32.00

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

- 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:

(₹ in Lakhs)

Particulars	2021-22	2020-21
Employers contribution to provident fund	127.00	80.56

- (i) Defined Contribution Plan: Employee benefits in the form of Provident Fund are considered as defined contribution plan and the contributions to Employees Provident Fund Organisation established under The Employees Provident Fund and Miscellaneous Provisions Act 1952 and Employees State Insurance Act, 1948, respectively, are charged to the profit and loss account of the year when the contributions to the respective funds are due.
- (ii) Defined Benefit Plan: Retirement benefits in the form of Gratuity are considered as defined benefit obligation and are provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet.

Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972.

As the Company has not funded its liability, it has nothing to disclose regarding plan assets and its reconciliation.

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

(iii) Major risk to the plan

A. Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B. Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

C. Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cash flows.

D. Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

E. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognised immediately in the year when any such amendment is effective.

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

(iv) Defined Benefit Cost

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Current Service Cost	63.38	58.06
Interest Expense on Defined Benefit Obligation (DBO)	16.88	15.95
Defined Benefit Cost included in Profit and Loss		
Remeasurements - Due to Financial Assumptions	(18.63)	10.24
Remeasurements - Due to Experience Assumptions	-	-
Remeasurements - Due to Experience Adjustments	9.54	(38.29)
Return on plan assets excluding amounts included in interest income	(0.80)	(3.70)
Defined Benefit Cost included in Other Comprehensive Income	(9.90)	(31.76)
Total Defined Benefit Cost in Profit and Loss and OCI	70.36	42.26

(v) Movement in Defined benefit liability:

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Opening Defined Benefit Obligation	301.72	270.27
Interest Expense on Defined Benefit Obligation (DBO)	-	-
Current Service Cost	80.26	74.01
Total Remeasurements included in OCI	(9.90)	(31.76)
Less: Benefits paid	(45.57)	(10.81)
Less: Contributions to plan assets	-	-
Closing benefit obligation	326.51	301.72
Current Liabilities of Closing benefit obligation	75.74	63.38
Non-Current Liabilities of Closing benefit obligation	250.77	238.34

(vi) Sensitivity Analysis of Defined Benefit Obligation:

(₹ in Lakhs)

Under Base Scenario	2021-22	2020-21
(A) Discount Rate Sensitivity		
Increase by 0.5%	463.65	430.82
(% change)	(3.31%)	(3.25%)
Decrease by 0.5%	496.39	460.76
(% change)	3.52%	3.47%
(B) Salary Growth Rate Sensitivity		
Increase by 0.5%	492.14	456.70
(% change)	2.63%	2.56%
Decrease by 0.5%	467.18	433.50
(% change)	(2.57%)	(2.65%)
(C) Withdrawal Rate (W.R.) Sensitivity		
W.R. x 110%	475.50	440.34
(% change)	(0.84%)	(1.11%)
W.R. x 90%	483.83	450.65
(% change)	0.90%	1.20%

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

(vii) Actuarial assumptions:

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Mortality Table : Indian Assured Lives Mortality (2006-08) Table		
Discount Rate (per annum)	6.80%	6.25%
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	6.80% per annum	6.25% per annum

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

45 CORPORATE SOCIAL RESPONSIBILITY CONTRIBUTION

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects and other activities as mentioned in Schedule VII of the Companies Act, 2013. A CSR committee has been formed by the Company as per the Act. The funds were primarily utilised throughout the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

(₹ in Lakhs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
1) Amount required to be spent by the Company during the year	40.83	57.03
2) Amount of expenditure incurred		
(i) Construction/acquisition of any asset	0.00	10.00%
(ii) On purposes other than (i) above	31.58	68.01
3) Shortfall at the end of the year(**)	9.25	0.00
4) Total of previous years shortfall	0.00	0.00
5) Reason for shortfall (**)	Pertains to an ongoing projects	-
6) Nature of CSR activities	Animal Welfare, Disaster Relief, Education, Environmental Sustainability, Eradicating Hunger, promoting health care, contribution towards old age homes, promoting rural sports, Rural development projects, Contribution towards the benefit of war widows, making available safe drinking water, and socio economic development.	
7) Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard (*)	20.63	2.02
8) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA

*Represents contribution to Ghanshyam Parivar Trust to support the activity relating to Animal Welfare, Eradicating Hunger, Education, Environmental Sustainability and betterment of old age homes and other activities as mentioned in the schedule VII of the Companies Act, 2013.

** Amount of ₹ 19.07 Lakhs pertains to an ongoing project, has been transferred to special account with in a period of 30 days from the end of Financial Year in compliances of provisions 135(6) of the Act.

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

46 DISCLOSURE UNDER IND AS 115 REVENUE

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

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Revenue from contracts with customers	61,693.39	32,710.59
Total revenue	61,693.39	32,710.59

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:

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Revenue from	61,693.39	32,710.59
- Outside India	13,660.55	10,466.87
- In India	48,032.84	22,243.72

No single customer contributed 10% or more to the Company's revenue for 2021-22 and 2020-21.

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

(b) Contract assets and liabilities

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Contract Assets	8,494.69	5,990.88
Total Contract Assets	8,494.69	5,990.88
Contract Liability	498.49	198.56
Total Contract Liability	498.49	198.56

(a) Performance obligations

The performance obligation is satisfied upon delivery of the finished goods and payment is generally due within 1 to 3 months from delivery. The performance obligation to deliver the finished goods is started after receiving of sales order. The customer can pay the transaction price upon delivery of the finished goods within the credit period, as mentioned in the contract with respective customer.

47 DEFERRED TAX ASSETS/(LIABILITY)

The breakup of Deferred Tax as at 31.03.2022 is as under.

(₹ in Lakhs)

Particulars	Amount (As on 31 st March, 2022)	Amount (As on 31 st March, 2021)
Deferred Tax Liabilities		
- Timing Difference of Depreciation	3,617.40	2,642.24
- Capital gain on land revaluation	447.01	453.57
Deferred Tax Assets		
- Gratuity Payment	82.18	75.94
- Unabsorbed Depreciation	367.73	190.13
Net Deferred Tax Liability	3,614.50	2,829.74

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

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 ₹ 799 Lakhs, while remitting the fund, in the FIRC (Foreign Inward Remittance Certificate), but due to technical error there was a mistake in filing form with authority, by mistake it was written as Repayment of loan instead of Share application money and hence the same requires correction from the remitting bank of Mr. Manish Srivastava. Mr. Manish Srivastava was allotted 84550 equity shares of ₹ 10 each at premium of ₹ 935 making total allotment including premium of ₹ 798.9975 Lakhs and hence there was a surplus of ₹ 0.0025 Lakhs 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 ₹ 0.0025 Lakhs is lying with Axis Bank as non-refunded to shareholder. Thus Company has shown ₹ 0.0025 Lakhs as share application money (Refundable) under the head "Other Financial Liabilities" in note No 22 of Notes forming part of Standalone financial statement.

49 During the year 2020-21, the Company has sold its part land of Navalgadh unit resulted in gain of ₹ 152.18 Lakhs. The said gain is reflected under the exceptional item in the statement of Profit & Loss.

50 UNDISCLOSED TRANSACTIONS

As stated & confirmed by the Board of Directors, The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

51 BENAMI TRANSACTIONS

As stated & confirmed by the Board of Directors, The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

52 LOAN OR INVESTMENT TO ULTIMATE BENEFICIARIES

As stated & Confirmed by the Board of Directors, The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

53 LOAN OR INVESTMENT FROM ULTIMATE BENEFICIARIES

As stated & Confirmed by the Board of Directors, The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

54 UTILISATION OF TERM LOANS

The Company has applied term loans for the purpose for which the same was obtained during the year.

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

55 WILLFUL DEFAULTER

As stated & Confirmed by the Board of Directors, The Company has not been declared willful defaulter by the bank during the year under review.

56 TRANSACTIONS WITH STRUCK OFF COMPANIES

As stated & Confirmed by the Board of Directors, The Company has not under taken any transactions nor has outstanding balance with the Company Struck Off either under section 248 of the Act or under Section 560 of Companies act 1956.

57 WORKING CAPITAL

The Company has been sanctioned working capital limits from a bank on the basis of security of the current assets. Revised Quarterly returns or statements filed by the Company with such bank are in agreement with the books of accounts.

58 SATISFACTION OF CHARGE /CREATION OF CHARGE

As stated & Confirmed by the Board of Directors, The Company does not have any pending registration or satisfaction of charges with ROC beyond the statutory period.

59 CRYPTO CURRENCY

As stated & Confirmed by the Board of Directors, The Company has not traded or invested in Crypto Currency or Virtual Currency.

60 COMPLIANCE WITH APPROVED SCHEMES OF ARRANGEMENTS

The Company has not applied for any scheme of Arrangements under sections 230 to 237 of the Companies Act 2013.

61 The Company has assessed internal and external information upto the date of approval of the audited financial statements while reviewing the recoverability of assets, adequacy of financial resources, Performance of contractual obligations, ability to service the debt and liabilities etc. Based on such assessment, the Company expects to fully recover the carrying amounts of the assets and comfortably discharge its debts and obligations. Hence the management does not envisage any material impact on the audited financial statements of the Company for the year ended on 31st March, 2022.

Notes to Standalone Financial Statements (Contd.)

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

62 RATIO ANALYSIS

Particulars	Numerator	31 st March, 2022	31 st March, 2021	Denominator	31 st March, 2022	31 st March, 2021	31 st March, 2022	31 st March, 2021	Variation	Reasons
Current Ratio	Current Assets	27,665.20	19,251.03	Current Liabilities	25,906.09	20,078.78	1.07	0.96	11.38%	
Debt Equity Ratio	Borrowings	41,962.16	37,866.71	Share Holder's Equity	28,678.69	26,414.72	1.46	1.43	2.07%	
Debt Service Coverage Ratio	Earnings available for debt Service (Refer Note i below)	6,748.38	3,588.39	Debt Service	6,844.91	4,161.06	0.99	0.86	14.32%	
Return on Equity (ROE):	Net Profit after Taxes	2,280.47	1,371.83	Average Shareholder's Equity	27,546.70	24,627.37	8.28%	5.57%	48.62%	Profit after tax has been increased mainly due to Increase in Turnover by 86% as compared to previous year because of Starting of operations of New MDF Plant at Andhra Pradesh.
Inventory Turnover Ratio	Revenue from Operation	62,416.90	33,544.38	Average Inventory	11,984.80	8,492.84	5.21	3.95	31.86%	Inventory turnover ratio has been increased mainly due to Increased Sales of MDF segment - due to Starting of operations of New MDF Plant at Andhra Pradesh and - Increase in Sales by 53% from current plant at Chikmangaluru. The same has lead to effective utilisation of Inventory during the year.
Trade receivable Turnover Ratio	Revenue from Operations	62,416.90	33,544.38	Average Trade Receivables	7,242.78	6,168.81	8.62	5.44	58.48%	Trade Receivable Turnover Ratio has been improved by 58 % due to - timely collection from Customers and - Due to rise in Turnover of MDF Segment by 177% which is having lower credit period.

Notes to Standalone Financial Statements (Contd.)

RUSHIL DECOR LIMITED (CIN : L25209GJ1993PLC019532)

Particulars	Numerator	31 st March, 2022	31 st March, 2021	Denominator	31 st March, 2022	31 st March, 2021	31 st March, 2022	31 st March, 2021	Variation	Reasons
Trade Payable Turnover Ratio	Purchases	57,497.57	26,757.89	Average Trade Payables	8,413.69	7,616.59	6.83	3.51	94.52%	As a result of Increased Turnover of MDF segment by 177% which is due to New Plant at Andhra Pradesh, and better and timely realisation of money from customers, company was able to make timely payments to its raw material suppliers and service providers as compared to previous year. This has improved Trade Payable Ratio.
Net Capital Turnover Ratio	Revenue from Operations	62,416.90	33,544.38	Working Capital	1,759.10	(827.75)	35.48	(40.52)	(187.56%)	Net Capital Turnover Ratio has been increased due to requirement of Working Capital because of Increase in MDF Turnover by 177% and Operationalisation of New MDF Manufacturing Plant at Andhra Pradesh.
Net Profit Ratio	Net Profit	2,280.47	1,371.83	Revenue from Operations	62,416.90	33,544.38	3.65%	4.09%	(10.66%)	
Return on Capital Employed	Earning Before Interest and Tax	5,098.56	2,956.20	Capital Employed	72,422.34	65,308.36	7.04%	4.53%	55.53%	Earning before Interest and Tax have been increased mainly due to Increased Turnover of MDF by 177% and Laminates by 8% and Operationalisation of New MDF Manufacturing Plant at Andhra Pradesh.

Note i: Net Profit after taxes + Non-cash operating expenses + Interest + other adjustments like loss on sale of Fixed assets etc.

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

63 The financial statements were authorised for issue by the directors on 24th May, 2022.

- : Significant accounting policies – A : -
- : Notes To Financial Statements 1 to 63 : -

For Pankaj R Shah & Associates
Chartered Accountants
Firm Reg. No. 107361W

[CA Nilesh Shah]
Partner
M. No. 107414
UDIN: 22107414ALXUDI9116

Place: Ahmedabad
Date: 24th May, 2022

For and on behalf of the Board
Rushil Decor Limited

[Krupeshbhai G. Thakkar] **[Rushil K. Thakkar]**
Chairman **Director**
DIN: 01059666 **DIN: 06432117**

[K. M. Gajjar] **[H. B. Padhya]** **[H. K. Modi]**
Chief Executive Officer **Chief Financial Officer** **Company Secretary**



RUSHIL

DECOR LIMITED

WE'LL MAKE IT

Corporate Office

Rushil Decor Ltd.
Rushil House
Near Neelkanth Green Bungalow,
Off. Sindhu Bhavan Road, Shilaj,
Ahmedabad- 380058, Gujarat, INDIA.

Registered Office

Rushil Decor Ltd.
S. No. 125, Near Kalyanpura Patia, Village ITLA,
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CIN: L25209GJ1993PLC019532

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Certification



Certification Number: 462-018
"Environmentally Approved Lead-Extraction Coils-India"

IS : 2046-1995
HGS-s 333



CM/L : 7439785

IS 12406 : 2003



CM/L : 4737475

IS: 14587 : 1998



CM/L: 6200030374

