

CORPORATE GOVERNANCE REPORT

The Corporate Governance Report for Financial Year 2020-21, which forms part of Boards' Report, prepared pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

"Corporate Governance" in its literal sense means management of the organization as a whole. Corporate Governance is about to keep great association with stakeholders, creation and support of trust with people associated with group be it shareholders, regulators, representatives, employees, suppliers, clients, financiers and the general public at large. We are firm in belief that corporate governance means commitment for the achievement of value based growth and meeting the commitment within the predefined time frame without compromising with ethical standard and set of paradigms. The Company is focused on straight forwardness in every one of its dealings and spots emphasis on respectability and administrative consistence. Your Company has been improving in Corporate Governance since the foundation of the Company. Satisfactory and convenient information is basic to responsibility.

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

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

of the Board of Directors to oversee the administration and to upgrade long haul shareholder esteem.

2. BOARD OF DIRECTORS

The Board of your Company has an optimum combination of Executive, Independent Non-executive and Woman Directors with conformity of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (herein after known as "Listing Regulations") as well as the Companies Act, 2013 read with rules framed thereunder, to maintain the independence of board and separate its functions of management and governance in transparent manner.

None of the Directors on the Board is a member of more than ten Committees or Chairman of more than five Committees (committees being Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the Listing Regulations) across all the Public Companies in which he/she is a Director. The necessary disclosures regarding their Committee positions have been made by all the Directors.

(a) Composition and Category of Directors:

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

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

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

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

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

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

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

Sr. No.	Name of the Director	No. of Board meetings attended		Attendance at last AGM
		Held	Attended	
1	Mr. Ghanshyam A. Thakkar	6	5	Yes
2	Mr. Krupesh G. Thakkar	6	6	Yes
3	Mr. Ramanik T. Kansagara	6	5	Yes
4	Mr. Shankar Prasad Bhagat	6	3	Yes
5	Mr. Rohit B. Thakkar	6	5	Yes
6	Ms. Archee D.Thakkar	6	6	Yes

(c) The number of other boards or committee in which director is a chairman or member including names of the listed companies where the directors are holding directorship with category of directorship as on 31st March, 2021 is as follow:

Sr. No.	Name of the Director	Category of Directorship in other Listed Companies	Directorship in Listed Company other than this Company		Number of Committee position held in other Public Companies		Name of listed Company other than this Company
			As Chairman	As Board Member	As Chairman	As Committee Member	
1	Mr. Ghanshyam A. Thakkar	NA	NIL	NIL	---	---	NA
2	Mr. Krupesh G. Thakkar	NA	NIL	NIL	---	---	NA
3	Mr. Ramanik T. Kansagara	NA	NIL	NIL	--	---	NA
4	Mr. Shankar Prasad Bhagat	Independent Director	--	1	3	1	Minal Industries Limited
5	Mr. Rohit B. Thakkar	NA	NIL	NIL	--	--	NA
6	Ms. Archee D. Thakkar	NA	NIL	NIL	--	--	NA

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

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

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

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

Mr. Ghanshyam A. Thakkar is father of Mr. Krupesh G. Thakkar and none of the other Directors is having inter-se relationship.

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

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

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

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

The details of such familiarization programmes for Independent Directors of the Company are posted on the website of the Company and it can be access by this link https://rushil.com/admin/uploads/investors_pdf/codes_policies/Familiarization_Programs_for_Independent_Directors.pdf

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

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

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

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

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

Sr. no	Name of the Director	Skills actually available with the Director
1.	Ghanshyam A. Thakkar	Visionary Leadership, Policy Development, Stakeholder Relationship, Business Strategies
2.	Krupesh G. Thakkar	Visionary Leadership, Policy Development, Stakeholder Relationship, Business Strategies
3.	Ramanik T. Kansagra	Understanding of Industry
4.	Shankar Prasad Bhagat	Finance and Accountancy
5.	Archee D. Thakkar	Finance and Accountancy
6.	Rohit B. Thakkar	Effective Management and delegation

(i) Confirmation of independence

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

(j) Reason for resignation of Independent Director:

During the Financial year no director has resigned.

(k) Code of Conduct:

Your Company has framed Code of Conduct for board of directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("Act") as well as listing regulations and senior management to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help promote a culture of honesty.

In respect of Financial Year 2020-21, all Board members and Senior Management Personnel of the Company have affirmed compliance with the code as applicable to them and a declaration to this effect signed by the CEO is mentioned at the end of Corporate Governance Report.

(l) Information supplied to the Board of Directors:

The dates of Board and Committee Meetings were communicated to the Directors and Committee members respectively well in advance in compliance with various provision of the law. Members were given agenda in details along with necessary documents and information in advance of each meeting of the Board and Committee(s) by e-mail /physical as well as in meeting itself also except price sensitive information which was available in meeting only.

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

(m) Independent Directors:

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

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

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

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

(n) Formal letter of appointment to the Independent Directors:

The Company has issued formal letter of appointment to all the Independent Directors on their appointment explaining inter-alia, their roles, responsibilities, code of conduct, functions and duties as directors of the Company. The terms and conditions of appointment of independent directors have been hosted on the website of the Company and can be accessed at https://rushil.com/investors_pdf/codes_policies/Terms-and-conditions-for-appointment-of-Independent-Director.pdf

[com/investors_pdf/codes_policies/Terms-and-conditions-for-appointment-of-Independent-Director.pdf](https://rushil.com/investors_pdf/codes_policies/Terms-and-conditions-for-appointment-of-Independent-Director.pdf)

(o) Separate Meeting of Independent Directors:

Pursuant to provision of Schedule IV of the Companies Act, 2013 read with Regulation 25 (3) of the Listing Regulations, a separate meeting of Independent Directors was held on 12th February, 2021 *inter alia*, for the following purposes:

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

All the Independent Directors were present in the meeting held on 12th February, 2021.

(p) Non-executive Directors compensation and disclosures:

Your Company has not paid any fees / compensation to independent directors except sitting fees within limit as specified under the Companies Act, 2013 read with Rules framed there under for board meeting attended by them. There was no pecuniary relationship or transactions of Non-executive directors vis-à-vis the Company.

BOARD COMMITTEES

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

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

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proceedings of the Committee Meetings are captured in the same manner as the Board Meetings and in accordance with the provisions of the Companies Act, 2013 read with rules framed thereunder and as per Secretarial Standard - 1.

3. AUDIT COMMITTEE

(a) Brief description of terms of references:

Your Company has constituted a qualified and independent Audit Committee in line with provisions of Section 177 of the Companies Act, 2013 read with rules framed thereunder and Regulation 18 of the Listing Regulations. As on 31st March, 2021, Audit Committee comprises four members out of which three are Non-Executive Independent Director and one is Executive Director. Mr. Has Mukh K. Modi, Company Secretary acts as a secretary to the Audit Committee.

Role and Term of reference:

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

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

1. oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of Company;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investments;
10. evaluation of internal financial controls and risk management systems;
11. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
12. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. discussion with internal auditors of any significant findings and follow up there on;

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14. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
15. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
16. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
17. to review the functioning of the whistle blower mechanism;
18. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
19. The audit committee is mandatorily reviewing the following information:
 - 1) management discussion and analysis of financial condition and results of operations;
 - 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
 - 4) internal audit reports relating to internal control weaknesses;
 - 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - 6) statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
20. Reviewing and considering the following w.r.t. appointment of auditors before recommending to the Board:
 - a. qualifications and experience of the individual/firm proposed to be considered for appointment as auditor;
 - b. whether such qualifications and experience are commensurate with the size and requirements of the Company; and
 - c. giving due regard to any order or pending proceeding relating to professional matters of conduct against the proposed auditor before the Institute of Chartered Accountants of India or any competent authority or any Court.
21. Review and comment upon the report made by the statutory auditors (before submission to the Central Government) with regard to any offence involving fraud committed against the Company by its officers/employees;
22. Recommending to the Board of Directors, the appointment, remuneration and terms of appointment of Cost Auditor for the Company;
23. Review the cost audit report submitted by the cost auditor on audit of cost records before submission to the Board for approval;
24. Appointing registered valuers and defining the terms and conditions for conducting the valuation of assets/networth/ liabilities of the Company. Reviewing the valuation report and follow-up thereon;
25. Review and approve policy formulated for determination of material subsidiaries;
26. Review and approve policy on materiality of related party transactions and also dealing with related party transactions; and
27. Carrying out any other function as may be statutorily required to be carried out by the Audit Committee.
28. Carrying out any other function as may be referred to the Committee by the Board.

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

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

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

All the members of the committee are well-versed in matters relating to finance, accounts and general management practices. Mr. Shankar Prasad Bhagat, Chairman of the Audit Committee is a Chartered Accountant and he was present at the Annual General Meeting of the Company held on Friday, 18th day of December, 2020. The CEO, CFO, and the Statutory Auditors regularly attend the meeting of the Audit Committee as permanent invitees. Other invitees are invited on need basis to brief the Audit Committee on important matters.

4. NOMINATION AND REMUNERATION COMMITTEE:

(a) Brief description of terms of reference:

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

The Nomination and Remuneration Committee, as on 31st March, 2021, comprises 4 (Four) directors out of which 3 (Three) are Non-Executive-Independent Director and one is Chairman of the Company. Mr. Hasmukh K. Modi, Company Secretary acts as a secretary of the Committee.

Terms of reference

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

- To formulate and review the criteria for determining qualifications, positive attributes and independence of a director;
- To recommend to the Board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees and to ensure compliance with the remuneration policy set forth by the Company;
- To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors;
- To devise a policy on Board diversity;
- To report on the systems and on the amount of the annual remuneration of directors and senior management;
- To identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- To recommend to the board, all remuneration, in whatever form, payable to senior management;
- To decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors and recommend to the board;
- To specify the manner for effective evaluation of performance of Board, its committees and individual directors and review its implementation and compliance;
- To carry out such other works as may be defined by the board of directors under the framework of Listing Regulations and Companies Act, 2013, as amended from time to time.

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

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

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

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

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

(c) Performance Evaluation Criteria for Independent Directors:

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

(d) Nomination and Remuneration Policy of the Company

The Nomination and Remuneration Policy formulated and recommended by the Nomination and Remuneration Committee is duly approved by the Board of Directors of the Company. The Nomination and Remuneration committee has formulated the criteria for appointment and remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 read with Part D of Listing Regulations. The remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of your Company.

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

The Policy provides guidance on:

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

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

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

In compliance with provisions of section 178(5) of the Companies Act, 2013 read with Rules framed thereunder and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has duly constituted Stakeholders Relationship Committee.

As per Regulation 20(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, following are the Role of the Stakeholders' Relationship Committee specified under Part D of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:

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1. To consider and resolve the grievances of shareholders and other security holders, if any, including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company
5. To oversees the performance of the Registrar & Transfer Agent and recommends measures for overall improvement in the quality of investor services.
6. Issue of new/ duplicate / split / consolidated certificate;
7. To review cases for transfer / transmission of shares, debentures and other securities;
8. To make reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances.
9. Any other roles, powers and functions as mentioned in the Companies Act, 2013 read with Rules framed thereunder and SEBI (LODR) Regulations, 2015.

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

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

(b) Name and designation of Compliance Officer:

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

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

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

5A. RISK MANAGEMENT COMMITTEE

The Company has complied with requirements of Regulation 21 of the Listing Regulations and the Act, applicable in relation to composition of the Risk Management Committee.

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

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

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

Composition and Meeting

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

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

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Meetings and attendance during the year

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

• Terms of reference

The terms of reference of the Risk Management Committee are as under:

The role of the committee shall, inter alia, include the following:

- To formulate a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business continuity plan.
 - To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
 - To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
 - To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
 - To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
 - The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee
 - Any other matter as the Risk Management Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

❖ OTHER BOARD COMMITTEES

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

1. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

• Composition and Meeting

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

The CSR Committee met 2 (Two) time during the Financial Year 2020-21 on 30th July, 2020 and 12th February, 2021.

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

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

• Terms of reference

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

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

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- Monitor the Corporate Social Responsibility Policy of the Company from time to time.
- Adhere to Section 135 of the Companies Act, 2013 & Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

6. REMUNERATION TO DIRECTORS

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

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

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

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

(c) Disclosure with respect to remuneration :

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

(Amount in ₹)

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

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

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

During the financial year, 2020-21, the Company does not have any stock option scheme for its Directors or employees. Moreover, there is no separate provision for payment of severance fees to the Directors.

Corporate Governance Report (Contd.)

7. GENERAL BODY MEETINGS:

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

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

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

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

8. MEANS OF COMMUNICATION

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

Corporate Governance Report (Contd.)

9. GENERAL SHAREHOLDER INFORMATION

(a) AGM: Date, Time and Venue	Monday, 27 th day of September, 2021 at 11:15 AM Company is conducting meeting through Video Conferencing/Other Audio Visual Means Pursuant to the MCA Circular Dated 13 th January, 2021 read with Master circular dated 5 th May, 2020. For details refer Notice of this AGM. The Proceeding of the AGM shall be deemed to be conducted at the Registered Office of the Company at S. No. 125, Nr. Kalyanpura Patia, Village Itla, Gandhinagar Mansa Road, Tal. Kalol, Dist. Gandhinagar – 382845, Gujarat, India.												
(b) Financial Year	<p>Financial Year of the Company is from 01st April to 31st March and financial results will be declared for the financial year 2021-22 as per the following schedule:</p> <table border="1" data-bbox="576 757 1471 1032"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: left;">: Tentative and subject to Change</th> </tr> </thead> <tbody> <tr> <td colspan="2">Quarterly Unaudited Results</td> </tr> <tr> <td>Quarter ending 30th June, 2021</td> <td>: On 13th August, 2021</td> </tr> <tr> <td>Quarter ending 30th September, 2021</td> <td>: On or before 14th November, 2021</td> </tr> <tr> <td>Quarter ending 31st December, 2021</td> <td>: On or before 14th February, 2022</td> </tr> <tr> <td>Fourth Quarter and Annual ending on 31st March, 2022</td> <td>: On or before 30th May, 2022</td> </tr> </tbody> </table>	Particulars	: Tentative and subject to Change	Quarterly Unaudited Results		Quarter ending 30 th June, 2021	: On 13 th August, 2021	Quarter ending 30 th September, 2021	: On or before 14 th November, 2021	Quarter ending 31 st December, 2021	: On or before 14 th February, 2022	Fourth Quarter and Annual ending on 31st March, 2022	: On or before 30 th May, 2022
Particulars	: Tentative and subject to Change												
Quarterly Unaudited Results													
Quarter ending 30 th June, 2021	: On 13 th August, 2021												
Quarter ending 30 th September, 2021	: On or before 14 th November, 2021												
Quarter ending 31 st December, 2021	: On or before 14 th February, 2022												
Fourth Quarter and Annual ending on 31st March, 2022	: On or before 30 th May, 2022												
Date of Book Closure for AGM and final Dividend	Tuesday, 21st day of September, 2021 to Monday, 27th day of September, 2021 (both days inclusive)												
(c) Dividend Payment Date	<p>Your Board has recommended a Final Dividend of ₹ 0.50 per share (5%) on equity share of the face value of ₹ 10/- per share. (dividend on outstanding partly paid up equity shares will be in proportion to the capital paid-up on these shares) This is subject to approval by shareholders at the ensuing Annual General Meeting.</p> <p>Final Dividend on equity shares as recommended by the Directors for the year ended 31st March, 2021, when approved at the Annual General Meeting, will be paid after the date of ensuing AGM but within the statutory time limit of 30 days from the date of declaration in the AGM.</p>												
Dividend Transfer to IEPF	During the financial year the Company had transferred the dividend amounting to ₹ 8312/- (Rupees Eight Thousand Three Hundred Twelve Only) to IEPF. The dividend transferred was on account of dividend unclaimed for seven consecutive years i.e. dividend for the financial year 2012-13												
Shares transferred to IEPF	During the financial year the Company had transferred 163 shares to IEPF. The shares transferred were on account of dividend unclaimed for seven consecutive years.												
(d) Name and address of stock exchanges at which the Company's shares are listed & details of annual listing fee paid	<p>(i) BSE Limited (BSE), Corporate office: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 and</p> <p>(ii) National Stock Exchange of India Limited (NSE), Corporate office: Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051</p> <p>Annual Listing Fees for the year 2020-21 and 2021-22 has been paid by the Company to BSE and NSE.</p>												
Demat ISIN Numbers in NSDL & CDSL	INE573K01017												
(e) Stock Code/Symbol	<p>BSE Equity Script Code: 533470</p> <p>NSE Equity Symbol: RUSHIL</p>												

Corporate Governance Report (Contd.)

(f) Market Price Data high and low during each month in last financial year:

The monthly high and low prices of the Company's shares at BSE and NSE for the year ended 31st March, 2021 are as under:

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

(g) Performance in comparison to board-based indices such as BSE Sensex:

The monthly high and low prices of the Company's shares at BSE along with BSE Sensex monthly closing for the year ended 31st March, 2021 are as under:

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

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

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

Share Registrar and Transfer Agent: **Bigshare Services Private Limited**

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

Tel No.: 022- 62638200

Email: investor@bigshareonline.com

Website: www.bigshareonline.com

Corporate Governance Report (Contd.)

(j) Share Transfer System:

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

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

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

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

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

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

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

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

Corporate Governance Report (Contd.)

(i) Pattern of Shareholding :

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

(ii) Dematerialization of shares and Liquidity:

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

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

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

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

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

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

In order to manage the Company's Foreign Exchange exposure towards exports, imports and foreign currency liabilities, the board in every quarter discusses about the foreign exchange exposure and takes appropriate actions

Corporate Governance Report (Contd.)

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

In the Financial Year 2020-21, the Company hedged the Foreign Exchange by taking Plain Vanilla option, forward contract and other similar options to mitigate adverse movement of foreign currency, if required. The unhedged foreign currency exposure has a natural hedge. Thus, Company is reducing the majority of foreign exchange risk by proper planning.

Company has not any direct impact of Commodity price movement like major fluctuation of crude prices. However, it has an indirect impact on the Company since some of our chemical consumption is connected with crude prices and Company is taking required steps for that.

(o) Plant Locations:

Laminate Division

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

MDF Board Division:

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

(p) Address for correspondence:

To contact Registrar & Transfer Agent for all matters relating to Shares, Dividends, Annual Reports	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri(East), Mumbai-400059, Maharashtra, India Tel No.: 022- 62638200 Email: investor@bigshareonline.com Website: www.bigshareonline.com
For any other General Matters or in case of any difficulties / grievances including matters relating to Shares, Dividends, Annual Reports as above	Secretarial Department Rushil Décor Limited, Rushil House, Near Neelkanth Green Bungalow, Off. Sindhu Bhavan Road, Shilaj, Ahmedabad – 380 058, Gujarat, India Email: ipo@rushil.com Tel No.: 079- 61400400 Fax No.: 079- 61400401
Name of the Compliance Officer	Mr. Hasmukh K. Modi Company Secretary

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

Corporate Governance Report (Contd.)

10. OTHER DISCLOSURES

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of Company at large:

During the Financial year 2020-2021, no materially significant related party transaction undertaken by the Company under Section 188 of the Companies Act, 2013, read with rules framed thereunder, Indian Accounting Standards (Ind AS 24) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may have potential conflict with the interest of the Company at large. The Company has entered into some transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, which were in the ordinary course of business and at arms' length basis and the same were duly approved or reviewed by the Audit Committee.

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

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

BSE limited had imposed fine of ₹ 4,20,000/- plus Applicable Taxes on Company on 24th May, 2021 due to not approaching the BSE Limited for Listing application of 253760 Rights – Partly paid up equity shares within 20 days from the date of allotment as per Para 2 of Schedule XIX of SEBI-ICDR Regulation 2018 (erstwhile108(2)) and as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19th August, 2019) and the same has been paid to BSE Limited on 29th May, 2021. Accordingly, the said imposed fine was paid by the Company to BSE Limited on 29th May, 2021.

Other than as disclosed above there is no such non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or the Board or any statutory authority

on any matter related to capital markets during the last three years.

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

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

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

It is affirmed that no personnel has been denied to access the Chairman of the Audit Committee.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all applicable mandatory requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The following non-mandatory requirements under Part E of Schedule II of the Listing Regulations to the extent they have been adopted are mentioned below:

i. Modified Opinion in Auditors Report:

The Company's financial statements for the year ended 31st March, 2021 do not contain any modified opinion.

ii. Reporting of Internal Auditor:

The Internal Auditor directly reports to the Audit Committee.

(e) Web link where policy on dealing with Material Subsidiaries:

The Company does not have any subsidiary Company; however Company has formulated a policy for determining material subsidiary and it is available on the web link https://rushil.com/investors_pdf/codes_policies/Policy-for-determining-Material-Subsidiary.pdf

Corporate Governance Report (Contd.)

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

The Policy on dealing with related party transaction is disclosed on the website of the Company and can be accessed at

https://rushil.com/investors_pdf/codes_policies/Rushil_Related_Party_Transaction_Policy.pdf

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

As stated earlier, Company does not have any direct impact of Commodity price movement like major fluctuation of crude prices. However, it has an indirect impact on the Company since some of our chemical consumption is connected with crude prices and Company is taking required steps for that.

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

Not Applicable

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

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

(j) CEO/CFO Certification

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company give an annual certificate on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The CEO and CFO give quarterly certificate on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the Listing Regulations.

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

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

(l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as on end of the financial year
NIL		

11. Non-compliance of any requirement of corporate governance report of sub-para (2) to (10) of Schedule V (c) of the Listing Regulations: NIL.

12. The disclosure of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 of Listing Regulations.

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the listing regulations to the extent as applicable with regards to Corporate Governance.

13. Disclosures with respect to demat suspense account/unclaimed suspense account:

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

14. Particulars of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting have been provided in the Notice of the Annual General Meeting.

15. Declaration by the CEO on Code of Conduct as required by Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: It is attached as “Annexure – B”.

16. COMPLIANCE CERTIFICATE:

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