



ROYAL CUSHION VINYL PRODUCTS LTD.

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ANNUAL REPORT
2003 - 2004





ROYAL CUSHION VINYL PRODUCTS LIMITED

NOTICE

NOTICE is hereby given that the Annual General meeting of the members of **ROYAL CUSHION VINYL PRODUCTS LIMITED** will be held at 11.30 a.m on Tuesday the 21st September, 2004 at the Registered office of the company at The National Leathercloth Mfg. Co., Plot No. B, Behind National Avenue, Akurli Road, Kandivali (East), Mumbai 400 101 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the profit & loss Account for the year ended 31st March, 2004 and the Balance sheet as at that date along with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Deepak A. Motasha who retires by rotation and being eligible offers himself for re- appointment.
3. To appoint a Director in place of Mr. Arvind V. Motasha who retires by rotation and being eligible offers himself for re- appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General meeting at such remuneration plus out of pocket expenses as may be agreed between the Board of Directors and the Auditors.

SPECIAL BUSINESS :

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT subject to the approval of the Central Government, if necessary and such other consents, permissions and approvals as may be required and pursuant to the provisions of Sections 198, 269, 309, 310 and 311 and all other applicable provisions of the Companies Act, 1956 (hereinafter referred to as the ‘Act’) read with Schedule XIII of the Act, the Company hereby approves the appointment/re-appointment of Mr. Mahesh K. Shah as Managing Director of the Company for a period of 3 (three) years commencing from 1st April, 2005 upon the terms and conditions as set out in the Explanatory Statement and in the Agreement entered into/to be entered into in this behalf, with liberty to the Board of Directors and/or Remuneration Committee, to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board/Remuneration Committee and Mr. Mahesh K. Shah (“the appointee”).

“RESOLVED FURTHER THAT in the event wherein any financial year during the currency of tenure of Mr. Mahesh K. Shah, the company has no profits or its profits are inadequate the company will pay a remuneration to Mr. Mahesh K. Shah for a period of three years by way of salary, perquisites and allowances as specified in the Explanatory Statement.

“RESOLVED FURTHER THAT the Board of Directors/Remuneration Committee be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution”.
6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT subject to the approval of the Central Government, if necessary and such other consents, permissions and approvals as may be required and pursuant to the provisions of Sections 198, 269, 309, 310 and 311 and all other applicable provisions of the Companies Act, 1956 (hereinafter referred to as the ‘Act’) read with Schedule XIII of the Act, the Company hereby approves the appointment/ re-appointment of Mr. Vinod K. Shah as Executive Director of the Company for a period of 3 (three) years commencing from 1st April, 2005 upon the terms and conditions as set out in the Explanatory Statement and in the Agreement entered into/to be entered into in this behalf, with liberty to the Board of Directors and/or Remuneration Committee, to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board/Remuneration Committee and Mr. Vinod K. Shah (“the appointee”).

“RESOLVED FURTHER THAT in the event wherein any financial year during the currency of tenure of Mr. Vinod K. Shah, the company has no profits or its profits are inadequate the company will pay a remuneration to Mr. Vinod K. Shah for a period of three years by way of salary, perquisites and allowances as specified in the Explanatory Statement.

“RESOLVED FURTHER THAT the Board of Directors/Remuneration Committee be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.”



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7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
- “RESOLVED THAT** subject to the approval of the Central Government, if necessary and such other consents, permissions and approvals as may be required and pursuant to the provisions of Sections 198, 269, 309, 310 and 311 and all other applicable provisions of the Companies Act, 1956 (hereinafter referred to as the ‘Act’) read with Schedule XIII of the Act, the Company hereby approves the appointment/re-appointment of Mr. Mukesh A. Motasha as Executive Director of the Company for a period of 3 (three) years commencing from 1st April, 2005 upon the terms and conditions as set out in the Explanatory Statement and in the Agreement entered into/to be entered into in this behalf, with liberty to the Board of Directors and/or Remuneration Committee, to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board/Remuneration Committee and Mr. Mukesh A. Motasha (“the appointee”).
- “RESOLVED FURTHER THAT** in the event wherein any financial year during the currency of tenure of Mr. Mukesh A. Motasha, the company has no profits or its profits are inadequate the company will pay a remuneration to Mr. Mukesh A. Motasha for a period of three years by way of salary, perquisites and allowances as specified in the Explanatory Statement.
- “RESOLVED FURTHER THAT** the Board of Directors/Remuneration Committee be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.”

BY ORDER OF THE BOARD
For ROYAL CUSHION VINYL PRODUCTS LIMITED

ASHWIN SHAH
COMPANY SECRETARY

Registered Office :
The National Leathercoth Mfg. Co.
Plot No. B, Behind National Avenue,
Akurli Road,
Kandivali, (East),
Mumbai 400 101

Date: 30th July, 2004

Notes :-

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL ONLY TO VOTE INSTEAD OF HIMSELF, AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY, PROXIES IN ORDER TO BE VALID SHALL BE DEPOSITED WITH THE COMPANY 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- The register of members and Share transfer books will be closed from Thursday the 16th September, 2004 to Tuesday the 21st September, 2004 (both days inclusive).
- Members are requested to notify any change in their address to the company’s registrar and share transfer agents at Mondkar Computers Private Limited, 21, Shakhil Niwas, Mahakali Caves Road, Andheri (East), Mumbai 400 093 after quoting registered folio no.
- Member/proxies should bring the attendance slip duly filled in along with the Annual report for attending the meeting.



ROYAL CUSHION VINYL PRODUCTS LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 5

The present term of Mr. Mahesh K. Shah, as the Managing Director of the Company, expires on 31st March, 2005. The Board of Directors/Remuneration Committee at their meeting held on 30th July, 2004 considered and approved re-appointment of Mr. Mahesh K. Shah as Managing Director of the Company for a further period of 3 (three) years commencing from 1st April, 2005, subject to approval of the Central Government, if necessary, Schedule XIII of the Companies Act, 1956 and such other consents, permissions and approvals as may be required and pursuant to the provisions of Section 198, 269, 309, 310 and 311 and other applicable provisions of the Act.

Mr. Mahesh K. Shah is one of the promoters of the Company and managing the company since its inception. He is playing a prominent role in the Company's future endeavors and activities. The Board of Directors consider that services of Mr. Mahesh K. Shah as Managing Director will be useful to the Company.

The remuneration committee of the Board at its meeting held on 30th July, 2004 approved the remuneration payable to him.

The terms and conditions and the remuneration payable to Mr. Mahesh K. Shah is as follows:-

1. Period : 3 (three) years commencing from 1st April, 2005.
2. Remuneration
 - (a) Salary- Rs. 75,000/- per month
 - (b) Perquisites in addition to salary payable to him.
 - (i) Mr. Mahesh K. Shah shall be entitled to perquisites like accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof with house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, use of car and telephone at residence, provident fund and superannuation fund and gratuity, medical allowance, medical reimbursement, leave travel conveyance for himself and his family, club fees, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors/Remuneration Committee and the concerned Director, such perquisites to be restricted to an overall limit of 125% of the annual salary payable to him.

For the purpose of calculating the above ceiling perquisites shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such rule perquisites shall be calculated at the actual cost in the Company and shall not include the reimbursement of expenses incurred by Mr. Mahesh K. Shah for official purpose and expenses incurred by the Company for and on account of official purpose i.e to enable Mr. Mahesh K. Shah to discharge his official duties.
 - (c) Minimum Remuneration

In the event of absence or inadequacy of net profit in any financial year, the remuneration payable to Mr. Mahesh K. Shah, Managing Director, shall be governed by Section II of Part II of Schedule XIII to the Companies Act, 1956 or any statutory modification thereof.

The Managing Director, so long as he functions as such shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.

This agreement can be renewed by further 3 (three) years with mutual consent and can be modified as may be approved by the Board/Remuneration Committee from time to time, within the provisions of the Companies Act, 1956 or other applicable statute.

This agreement is terminable at any time by either party, by giving to the other party six month's notice of such termination without assigning any reason and neither party will have any claim against the other for damages or compensation by reason of such termination. In any event the Managing Director shall not be entitled to any compensation in cases mentioned in Section 318(3) of the Companies Act, 1956.

For the reasons stated above, the terms of appointment and remuneration specified above are now being placed, before the Shareholders for their approval.

Except Mr. Mahesh K. Shah and Mr. Vinod K. Shah (relative of Mr. Mahesh K. Shah) none of the other Directors shall be deemed to be concerned or interested in the resolution.

The draft agreement between the Company and Mr. Mahesh K. Shah is available for inspection by the Members of the Company at its Registered Office between 11.00 a.m and 1.00 p.m on any working days (except Saturday) of the Company.

This may be treated as an abstract under Section 302 of the Act of the terms of the appointment and remuneration payable to the Managing Director with effect from 1st April, 2005.



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Item No. 6 & 7

The present terms of Mr. Vinod K. Shah and Mr. Mukesh A. Motasha, as the Executive Directors of the Company, expires on 31st March, 2005. The Board of Directors/Remuneration Committee at their meeting held on 30th July, 2004 considered and approved re-appointment of Mr. Vinod K. Shah and Mr. Mukesh A. Motasha as Executive Directors of the Company for a further period of 3 (three) years commencing from 1st April, 2005, subject to approval of the Central Government, if necessary, Schedule XIII of the Companies Act, 1956 and such other consents, permissions and approvals as may required pursuant to provisions of Section 198, 269, 309, 310 and 311 and other applicable provisions of the Act

Mr. Vinod K. Shah and Mr. Mukesh A. Motasha are one of the promoters of the Company managing the Company since its inception. They are playing a prominent role in the Company's technical and international marketing activities, respectively. The Board of Directors consider that services of Mr. Vinod K. Shah and Mr. Mukesh A. Motasha as Executive Directors will be useful to the Company.

The remuneration committee of the Board at its meeting held on 30th July, 2004 approved the remuneration payable to them.

The terms and conditions and the remuneration payable to Mr. Vinod K. Shah and Mr. Mukesh A. Motasha individually is as follows:-

- a) Period : 3 (three) years commencing from 1st April, 2005
- b) Remuneration (payable to each of them):
 - Salary Rs . 75,000/- per month
 - Perquisites in addition to salary payable to each of them.
- i) Executive Directors shall be entitled to perquisites like accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof with house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, use of car and telephone at residence, provident fund and superannuation fund and gratuity, medical allowance, medical reimbursement, leave travel conveyance for himself and his family, club fees, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors/Remuneration Committee and the concerned Director, such perquisites to be restricted to an overall limit of 125% of the annual salary payable to each of them.
For the purpose of calculating the above ceiling perquisites shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such rule perquisites shall be calculated at the actual cost in the Company and shall not include the reimbursement of expenses incurred by Executive Directors for official purpose and expenses incurred by the Company for and on account of official purpose i.e. to enable Executive Directors to discharge their official duties.
- c) Minimum Remuneration:
In the event of absence or inadequacy of net profit in any financial year, the remuneration payable to Executive Directors shall be governed by Section II of Part II of Schedule XIII to the Companies Act, 1956 or any statutory modification thereof.

The Executive Directors, so long as they function as such shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.

The agreement can be renewed by further 3 (three) years, with mutual consent and can be modified as may be approved by the Board from time to time, within the provisions of the Companies Act, 1956 or other applicable statute.

This agreement is terminable at any time by either party, by giving to the other party six month's notice of such termination without assigning any reason and neither party will have any claim against the other for damages or compensation by reason of such termination. In any event the Executive Directors shall not be entitled to any compensation in cases mentioned in Section 318(3) of the Companies Act, 1956.

For the reasons stated above, the terms of appointment and remuneration specified above are now being placed, before the Shareholders for their approval.

Mr. Vinod K. Shah and Mr Mukesh A Motasha being Directors of the Company are concerned or interested in the proposed respective resolution to the extent of the remuneration payable to each one of them.

Mr. Mahesh K. Shah (Managing Director) relative of Mr. Vinod K. Shah, Mr. Deepak A. Motasha (Director) and Mr. Jayesh A. Motasha (Director) relatives of Mr. Mukesh A. Motasha are concerned or interested in the proposed resolution.

The draft Agreement to be entered into by the Company with Mr. Vinod K Shah and Mr. Mukesh A. Motasha are available for inspection by the Members of the Company at its Registered Office between 11.00 a.m and 1.00 p.m on any working days (except Saturday) of the Company.

This may be treated as an abstract under Section 302 of the Act of the terms of the appointment and remuneration payable to the Executive Directors with effect from 1st April, 2005



ROYAL CUSHION VINYL PRODUCTS LIMITED

ANNEXURE, FORMING PART OF THE EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION II (C) OF PART II OF SCHEDULE XIII.

I. GENERAL INFORMATION (As required under Part II (C) of Schedule XIII in respect of – Mr. Mahesh K. Shah, Mr. Vinod K. Shah and Mr. Mukesh A. Motasha

- (1) Nature of Industry:
The company is engaged in the business of manufacturing of vinyl flooring.
- (2) Date or expected date of commencement of commercial production:
The company was incorporated on 21st November, 1983 Commercial production is already commenced.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :
Not Applicable
- (4) Financial performance based on given indicators- As per published audited financial results for the accounting year ended March 31, 2004:

Particulars	(Rupees in lacs)
Turnover and other income	6387.13
Loss after tax	3695.44
Loss Brought forward from previous year	20862.64
Net worth	(16083.38)

- (5) Export performance and net foreign exchange collaborations
Export Performance: Nil, The exports are through third parties.
- (6) Foreign investments or collaborators, if any:
Lapada (Mauritius) Limited are co-promoters and hold 28,80,000 equity shares constituting 23.86% of the paid up equity share capital of the company.
The company has not entered into any foreign collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

A) MR. MAHESH K. SHAH (MANAGING DIRECTOR- REFER ITEM NO.5)

- (1) Background details
Mr. Mahesh K. Shah is a rank holder from the Bombay University, in M.Sc- Organics. He is the President of PLASTINDIA FOUNDATION, an apex body of Plastics Association of India and Ex- Chairman of PLEXCONCIL (Plastics Export Promotion Council).
- (2) Past remuneration
During the financial year 2003-04 Mr. Mahesh K. Shah was paid a remuneration of Rs. 5.06 lacs (inclusive of perquisites).
- (3) Recognition or awards
As given in the explanatory statement under item no. 5
- (4) Job profile and his suitability
Mr. Mahesh K. Shah is responsible for over all management of the company, subject to the supervision and control of the Board of Directors. He is also responsible to perform such other duties as may from time to time be entrusted by the Board. Taking into consideration the qualifications and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors.
- (5) Remuneration proposed

Salary	Rs. 75,000/- month. Present salary being Rs. 37,500 per month.
Perquisites & Allowance	Upto 125% of salary.
Minimum Remuneration in case of inadequacy of profits during any financial year	Salary, perquisites and allowances as mentioned above.



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- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointees in other companies.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any
Mr. Mahesh K. Shah is the founder promoter of the company, he is also the shareholder of the company. Mr. Mahesh Shah's brother Mr. Vinod K. Shah is a Executive Director in the company. Besides the remuneration proposed, the appointee does not have any other pecuniary relationship with the company.

B) MR. VINOD K. SHAH (EXECUTIVE DIRECTOR - REFER ITEM NO.6)

- (1) Background details

Mr. Vinod K. Shah is a technocrat (B.E. Electrical) having more than 25 years of industrial experience. Mr. Vinod K. Shah is looking after the Operations & Production of the Company. He is the sole cause of the Company's modernized plant with "State-of-the-art" technology installed at all the plants.

- (2) Past remuneration

During the financial year 2003-04 Mr. Vinod K. Shah was paid a remuneration of Rs. 5.77 lacs (inclusive of perquisites).

- (3) Recognition or awards

As given in the explanatory statement under item no. 6

- (4) Job profile and his suitability

Mr. Vinod K. Shah responsible for operations & production of the Company and is subject to the supervision and control of the Board of Directors. He is also responsible to perform such other duties as may from time to time be entrusted by the Board. Taking into consideration the qualifications and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors.

- (5) Remuneration proposed

Salary	Rs. 75,000/- month. Present salary being Rs. 37,500 per month.
Perquisites & Allowance	Upto 125% of salary.
Minimum Remuneration in case of inadequacy of profits during any financial year	Salary, perquisites and allowances as mentioned above.

- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointees in other companies.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any :

Mr. Vinod K., Shah is associated with the company right from its inception, he is also the shareholder of the company. Mr. Vinod K. Shah (Executive Director) is the brother of Mr. Mahesh K. Shah (Managing Director) in the company. Besides the remuneration proposed, the appointee does not have any other pecuniary relationship with the company.

C) MR. MUKESH A. MOTASHA (EXECUTIVE DIRECTOR - REFER ITEM NO.7)

- (1) Background details

Mr. Mukesh A. Motasha is a known International Marketing Savvy. He is a technologist in PVC by qualifications and commands International markets by making the company's presence felt in as high as 63 countries.

- (2) Past remuneration

During the financial year 2003-04 Mr. Mukesh A. Motasha was paid a remuneration of Rs. 5.86 lacs (inclusive of perquisites).



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(3) Recognition or awards

As given in the explanatory statement under item no. 7

(4) Job profile and his suitability

Mr. Mukesh A. Motasha is responsible for making the Company's presence felt in as much as 63 Countries and is subject to the supervision and control of the Board of Directors. He is also responsible to perform such other duties as may from time to time be entrusted by the Board. Taking into consideration the qualifications and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors.

(5) Remuneration proposed

Salary	Rs. 75,000/- month. Present salary being Rs. 37,500 per month.
Perquisites & Allowance	Upto 125% of salary.
Minimum Remuneration in case of inadequacy of profits during any financial year	Salary, perquisites and allowances as mentioned above.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointees in other companies.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Mukesh A. Motasha is associated with the company right from its inception, he is also the shareholder of the company. Mr. Mukesh A. Motasha (Executive Director) is the brother of Mr. Deepak A. Motasha and Mr. Jayesh A. Motasha (Non Executive Directors) in the company. Besides the remuneration proposed, the appointee does not have any other pecuniary relationship with the company.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits

- Delay of around a year and a half in project implementation and unexpected over run- coupled with more investment in additional machineries.
- Un expected difficulties in receivables from erstwhile Russia on account of Russian crisis Coupled with rouble devaluation by almost 500% which effected the realization of dues from Russian market.
- Increase in-investment cost, which got financed from short term resources from the existing resources.
- Lower capacity utilisation
- Lower exports and hence could not fulfill the export obligation committed to the customs.
- Defective 4mtrs CVF plant supplied by a Foreign supplier
- No product development possible due to inadequate funds.
- No working capital from Banks.

(2) Steps taken or proposed to be taken for improvement

- The company has increased the production of the existing products.
- New international markets are been identified for export of goods through third party.
- Increased penetration in local market.
- New products are been developed
- The company has inducted a new marketing team headed by President- Marketing.

(3) Expected increase in productivity and profits in measurable terms

A number of initiatives are being taken to improve the profitability both in medium and long term.

The steps taken by the management has resulted in increased turnover from 5251.46 lacs as at 31st March, 2003 to 6387.13 lacs as at 31st March, 2004 representing an increase of 21.63%.

The major cost cutting exercise and cost rationalization coupled with higher turnover has resulted in to increased in EBITA from Rs. 36.40 lacs in the for the year ended 31st March, 2003 to Rs. 195.04 Lacs for the year ended 31st March, 2004.



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The Company has launched a new product under the brand name 'Royal Classic'. This product is directly pitched against the product which are imported in the country. The quality of this product is superior to that of the imported products and price wise it is competitive in relation to the imported product.

IV. DISCLOSURES

- (1) The shareholders of the company shall be informed of the remuneration package of the managerial person
Yes, this information has been detailed out in the notice and explanatory statement to the respective resolution.
- (2) The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance" if any attached to the annual report :-
 - (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors.
This has been covered under the Corporate Governance report.
 - (ii) Details of fixed components and performance linked incentives along with the performance criteria.
Performance criteria is based in the net profits as based under the companies Act, 1956 and Schedule XIII of the said Act.
 - (iii) Service contracts, notice period, severance fees.
As given in the explanatory statement
 - (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

Not Applicable



BY ORDER OF THE BOARD
For ROYAL CUSHION VINYL PRODUCTS LIMITED

ASHWIN SHAH
COMPANY SECRETARY

Registered Office :
The National Leathercoth Mfg. Co.
Plot No. B, Behind National Avenue,
Akurli Road,
Kandivali, (East),
Mumbai 400 101

Date: 30th July, 2004



ROYAL CUSHION VINYL PRODUCTS LIMITED

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting
(In Pursuance of Clause 49 of the Listing agreement)

Name	Mr. Mahesh K. Shah	Mr. Vinod K. Shah	Mr. Mukesh A. Motasha
Age	54 years	51 years	49 years
Nature of expertise.	Finance, Technical, Marketing and Administration	Technical	Marketing
Name of the Public companies in which he holds Directorship	Nil	Nil	Nil
Name of the companies in the committees of which he holds membership/chairmanship other than Royal Cushion Vinyl Products Ltd.	Nil	Nil	Nil

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