30th ANNUAL REPORT 2013 2014

Royal House

ROYAL CUSHION VINYL PRODUCTS LIMITED

Royal Cushion Vinyl Products Limited

CIN No. : L24110MH1983PLC031395

BOARD OF DIRECTORS

Shri Mahesh K. Shah	Chairman & Managing Director
Shri Vinod K. Shah	Whole time Director
Shri Arvind V. Motasha	
Shri Deepak A. Motasha	
Shri Mukesh A. Motasha	
Shri Jayesh A. Motasha	

COMPANY SECRETARY
Shri H. K. Bijlani

REGISTERED OFFICE
60 CD, Shlok Govt. Indus. Estate
Charkop, Kandivali (West), Mumbai – 400 067
Tel: 022 32655828, 022 28603514 Fax : 022 28603565

AUDITORS
M/S. CHANDRAKANT & SEVANTILAL
& J. K. SHAH & CO.
Chartered Accountant
301, Lalita Tower, Near Hotel Rajpath,
Station Akota Road,
Vadodara – 390 007

REGISTRAR & TRANSFER AGENTS
M/s Universal Capital Securities Private Limited
(Formerly Known as Mondkar Computers Pvt Ltd)
Unit : Royal Cushion Vinyl Products Limited
21, Shakil Niwas, Mahakali Caves Road,
Andheri (E), Mumbai 400 093
Tel: 28366620/ 28257641/62920 Fax : 28211996

FINANCIAL INSTITUTION / BANKS
Axis Bank Ltd.
SICOM

WORKS
Plot no. 55, Village, Garadhia, Taluka Savli,
Dist. Vadodara, Gujarat - 391520 Tel: 02667 – 251674 /73

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NOTICE

NOTICE is hereby given that the 30TH **ANNUAL GENERAL MEETING** of the Members of **ROYAL CUSHION VINYL PRODUCTS LIMITED** will be held on **Tuesday**, the **30th September, 2014 at 3.00 p.m**. at the Conference Room, 2nd Floor, 60 CD "SHLOK" Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai 400 067, for the purpose of transacting the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Deepak A. Motasha (DIN - 00060092) who retires by rotation and being eligible, offers himself for re- appointment.
3. To appoint a Director in place of Mr. Jayesh A. Motasha (DIN - 00054236) who retires by rotation and being eligible, offers himself for re- appointment.
4. To consider and if thought fit to pass, with or without modifications, the following as Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and Companies (Audit and Auditors Rules 2014 (including any statutory modification (s) or re- enactment thereof for the time being in force), **M/s. Chandrakant & Sevantilal & J. K. Shah & Co, Chartered Accountants, Vadodara (Firm Registration no. 101676W)** be and hereby appointed as Auditors of the Company for a term of three consecutive years from the conclusion of the 30th Annual General Meeting (AGM) till the conclusion of the 33rd Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) on a remuneration to be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee of Directors in consultation with the said Auditors."

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modifications, the following as a Special Resolution:

   "**RESOLVED THAT** subject to the approval of the Central Government (if required), and other consents, permissions and approvals as may be required and pursuant to the provisions of Sections 196, 197, and 203 of the new Companies Act, 2013 (corresponding section 198,269,309,310 and 311 of the old act) and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Schedule V of the new Companies Act, 2013 (corresponding Schedule XIII of the Companies Act, 1956) the Company hereby approves the re-appointment of Mr. Mahesh K. Shah (DIN- 00054351) as Managing Director of the Company for a period of 3 (three) years commencing from 1st April, 2014 upon the terms and conditions and the Remuneration, perquisites to be paid or granted to him in the manner and limit as set out in the Explanatory Statement.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to enter into an Agreement and to do all such acts, deeds, matters for and on behalf of the Company for the purpose of giving effect to this resolution.
6. To consider and, if though fit, to pass with or without modifications, the following Resolutions as a Special resolution:

   "RESOLVED THAT subject to the approval of the Central Government (if required) , and other consents, permissions and approvals as may be required and pursuant to the provisions of Sections 196, 197 and 203 of the new Companies Act, 2013 (corresponding section 198,269,309,310 and 311 of the old act) and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the new Companies Act, 2013 (Corresponding Schedule XIII of the Companies Act,1956) , the Company hereby approves the re-appointment of Mr. Vinod K. Shah (DIN- 00054667) as Whole time Director of the Company for a period of 3 (three) years commencing from 1st April, 2014 upon the terms and conditions and the Remuneration, perquisites to be paid or granted to him in the manner & limit as set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to enter into an Agreement and to do all such acts, deeds, matters for and on behalf of the Company for the purpose of giving effect to this resolution."

7. To consider and, if though fit, to pass with or without modifications, the following Resolutions as a Special Resolution:

   "RESOLVED THAT and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 150 Crores (Rupees One Hundred and Fifty Crores only) [including the money already borrowed by the Company] or the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher; on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

   "**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

8. To consider and, if thought fit, to pass, with or without modifications, the following resolutions as a Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act 2013 (including any amendment thereto or re-enactment thereof) and subject to other approvals, if applicable or required under any statute(s) / rules(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities, consent of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to charge/mortgage/hypothecation any of its movable and / or immovable properties wherever situated both present and future and in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount at any time not exceeding Rs. 150 crores (Rupees One Hundred and Fifty Crores only) or the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher."

   "**RESOLVED FURTHER THAT** the securities to be created by the Company aforesaid may rank prior/pari-passu/subservient with/to the charge/mortgage/hypothecation already created or to be created by the company as may be agreed to between the concerned parties".

   "RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

9. To consider and, if thought fit, to pass, with or without modifications, the following resolutions as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014, the consent of Company be and is hereby accorded for entering into related party transactions by the Company with effect from 01/07/2014 for the amounts as appended below in addition to the approval obtained from Central Government (Regional Director) under Section 188 of the Companies Act, 2013 (Corresponding Section 297 of the Companies Act, 1956) which described in the Explanatory Statement:

(Rs. in lacs)

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) WEF 01/07/2014		
	Transactions defined under section 188(1) of the Companies Act, 2013	
	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property.
NAME and NATURE of RELATIONSHIP with RELATED PARTIES		
Natroyal Industries Private Limited – In which Directors of the Royal Cushion Vinyl Products Limited are Members as per section 2(76)(iv) of the Companies Act, 2013.	25.00	1,000.00

"**RESOLVED FURTHER THAT** to give effect to this Resolution the Board of Directors and/or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper desirable and to finalise any documents and writings related thereto."

10. To consider and, if thought fit, to pass, with or without modifications, the following resolutions as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to invest/acquire the securities of any body corporate by way of subscription/purchase or otherwise, upto a sum of Rs. 5 Crores (Rupees Five Crores), notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively "transactions") including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction".

BY ORDER OF THE BOARD

Mumbai, 10th June, 2014

For **Royal Cushion Vinyl Products Limited**

Sd/-

H. K. Bijlani

General Manager Legal & Company Secretary

Registered Office

Royal Cushion Vinyl Products Limited

Shlok, 60 CD, Govt. Industrial Estate, Charkop,

Kandivali (West), Mumbai - 400 067.

CIN No. – L24110MH1983PLC031395 • Website: www.natroyalgroup.com

Notes :

a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND & VOTE ON A POLL INSTEAD OF HIMSELF, AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

b. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

c. An Explanatory Statement under Section 102 of Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

d. The Register of Members and Share Transfer books of the Company will remain closed from **Wednesday, 24th September, 2014 to Friday 26th September, 2014** (both days inclusive) for the purpose of Annual Book Closure.

e. Members/ proxies should bring the attendance slips duly filled in for attending the meeting.

f. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.

g. Members desiring any information on the Accounts are requested to write to the Company at least one week before the Meeting so as to enable the management to keep the information ready at the Meeting.

h. Members are requested to notify any change in their address to the Company's registrar and share transfer agents at **M/s. Universal Capital Securities Private Limited** (formerly known as Mondkar Computers Private Limited),Unit: Royal Cushion Vinyl Products Limited., **21, Shakhil Niwas, Mahakali Caves Road, Andheri (East), Mumbai 400 101. Tel No. 022 28257641, 022 28207203.**

i. PARTICULARS REQUIRED FOR APPOINTMENT / RE-APPOINTMENT OF DIRECTORS PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT:

At the ensuing Annual General Meeting Mr. Deepak A. Motasha and Mr. Jayesh A. Motasha, are liable to retire by rotation and being eligible offers himself for re-appointment. The brief profile of the aforesaid Directors being appointed/re-appointed are given below:

1. Mr. Deepak A. Motasha (DIN No. – 00060092)

Mr. Deepak Motasha (61 years) is a B.Com. Graduate from Mumbai University. He has vast and varied experience in all functions of the Company including production, sales and marketing.

He is not holding any directorship in any other company.

He is the Chairman in Audit Committee and member in Remuneration Committee and Shareholders and Investor's Grievances Committee of the Company. He is a Director since 21/11/1983.

He is presently holding 26,701 Equity Shares of Rs.10/- each of the Company (including shares held jointly).

2. Mr. Jayesh A. Motasha (DIN No. – 00054236)

Mr. Jayesh Motasha (57 years) is a B.Com. Graduate from Mumbai University. He has vast and varied experience in all functions of the Company including production, financial, commercial and allied areas.

Mr. Jayesh Motasha is holding directorship in Royal Spinwell Private Limited and Samsons Leathercloth Co. Mfg Pvt Ltd.

He is the Member in Audit Committee, Remuneration Committee and Shareholders and Investor's Grievances Committee. He is a Director since 21/11/1983.He is presently holding 26,800 Equity Shares of Rs. 10/- each of the Company (including shares held jointly).

j. Voting through electronic means (E-Voting):

1. In accordance with the applicable provisions of Listing Agreement and Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (the Rules), the Company is pleased to provide facility to its members, to cast their vote electronically for all the resolutions proposed at the 30th Annual General Meeting of the Company. The Company has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to its members.
2. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cutoff date August 29, 2014.
3. The voting period begins on Wednesday the 24th day of September, 2014 at 9.00 a.m. and will end on Friday, the 26th day of September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
4. Mr. Chintan Goswami, a Practicing Company Secretary has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Procedure and Instructions for e-voting are as under:

i. Log on to the e-voting website www.evotingindia.com, during the voting period.
ii. Click on "Shareholders" tab.
iii. Now, select "Royal Cushion Vinyl Products Limited" from the drop down menu and click on "SUBMIT".
iv. Now Enter your User ID
   a) For CDSL: 16 digits beneficiary ID,
   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
v. Next enter the Image Verification as displayed and Click on Login.
vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar or R. Amit Kumar with Sr.No. 1 then enter RA00000001 in the PAN field.(For your password please refer to address sticker affixed on AGM report i.e. 2 character of your name and 8 digit of Sr. numbers.)
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

Please enter any one of the details relating to DOB or Dividend Bank details in order to login. In case both the details are not recorded with the Depository or Company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for **Royal Cushion Vinyl Products Limited**, to vote.

xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and send the scan copy of the Board resolution/ POA to **legalho83@gmail.com**.

xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. [i] to sl. no. [xviii] above to cast vote.

(B) Mr. Chintan Goswami, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e voting process in a fair and transparent manner.

(C) Members who do not have access to e-voting facility may send duly completed Ballot Form (sent along with the Notice) so as to reach the Scrutinizer appointed by the Board of Director of the Company, Mr. Chintan Goswami, Practicing Company Secretary, C/o. *Universal Capital Securities Pvt. Ltd. Unit:* Royal Cushion Vinyl Products

Limited, 21, ShakilNiwas, Mahakali Caves Road, Andheri [East], Mumbai – 400 093, not later than Friday, September 26, 2014(6.00 p.m.).

Members have the option to request for hard copy of the Ballot Form by sending an e- mail to deepti.sheth@natroyalgroup.com by mentioning their Folio/DP ID/and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer appointed by the Company not later than Friday, September 26, 2014 (6.00 p.m.) Ballot form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

6. The results of e-voting shall be declared by the Chairman on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.natroyalgroup.com within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchanges.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under Item Nos. 5 to 10 of the accompanying Notice dated June 10, 2014.

Item No. 5:

The Board of Directors of your Company has reappointed Mr. Mahesh K. Shah as the Managing Director for a period of 3 years with effect from 01st April, 2014, subject to the approval of Members of the Company at the 30th Annual General Meeting, and subject to all other applicable approvals.

He is a rank holder in M.Sc (Organics) from Mumbai University. He is also past President of PLASTINDIA FOUNDATION and APEX BODY of Plastic Association of India. He is also Managing Committee Member for the last 18 years of PLASTINDIA FOUNDATION and Ex- Chairman of PLEXCOUNCIL (PLASTIC EXPORT PROMOTION COUNCIL).

Your Company is in the process of making application to the Central Government for seeking its approval under section 203 of the Companies Act, 2013 (corresponding section 198,269,309,310 and 311 of the Companies Act, 1956) to enable Mr. Mahesh K. Shah to act as a Managing Director of the Company. Therefore, re-appointment of Mr. Mahesh K. Shah, Managing Director of your Company is subject to the approval of Central Government.

The Nomination & Remuneration Committee at their meeting held on 1st February, 2014 and Board of Directors of the Company in their meeting held on 06th February, 2014 had approved (subject to the approvals of the Members of the said Company) the following terms and conditions or remuneration payable to Mr. Mahesh K. Shah for a period of 3 years w.e.f. April 01, 2014.

Mr. Mahesh K. Shah be appointed as Managing Director of the Company with effect from 1st April, 2014 to 31st March, 2017.

The Company shall pay to Mr. Mahesh K. Shah in consideration of the performance of his duties as Managing Director, the following Remuneration.

	a. Salary	Rs. 75,000/- per month
	b. Other Perks	Company will give other perk such as H. R. A, Reimbursement of Electricity, medical expenses, Leave travel allowances and Other perks to the extent of Rs. 50,000/- p.m.
	c. Leave	As per rules of the Company
*	d. Gratuity	As per rules of the Company
*	e. Provision of	for use on Company's business, Cars and telephones at residence. Personal long distance calls shall be billed by the Co to him.
*	f. Provident fund	Contribution to Provident Fund, Superannuation Funds & others Funds to the extent these singly or put together are not taxable under the Income Tax Act.
	g. Personal Accident Insurance	For self and family

h.	Minimum Remuneration	Notwithstanding the above where in any financial year during the currency of the term of office as Managing Director, the Company has made no profits or its profits are inadequate, the Company will pay the same remuneration as minimum remuneration by way of salary and other and perquisites to the extent of Rs. 1,25,000/- per month. * The perquisites shall be evaluated as per the actual cost or Income Tax Rules, as applicable. *Mr. Mahesh K. Shah as long as he functions as a Managing Director shall not be paid any seating fees for attending meetings of the Board of Directors or Committee thereof. * The Agreement shall be terminable at any time either party by giving 3 months' notice of such termination without assigning any reason and neither party will have any claim by reason of such termination. In any event the Managing Director shall not be entitled to any compensation in cases mentioned in Section 202 of the Companies Act, 2013 (correspondingly section 318(3) of the Companies Act, 1956).

Where in respect of any financial year, during the tenure of Mr. Mahesh Shah as a Managing Director of the Company, the company has no profits or its profits are inadequate, the aforesaid remuneration including perquisites shall be reckoned as the minimum remuneration subject to such approval(s), as may be required.

Mr. Mahesh Shah is interested in the resolution set out respectively at Item No. 5 of the Notice, which pertain to his respective re-appointment and remuneration payable to him.

The relatives of Mr. Mahesh Shah may be deemed to be interested in the resolution set out respectively at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 6:

The Board of Directors of your Company has reappointed Mr. Vinod K. Shah as the Whole Time Director for a period of 3 years with effect from 01st April, 2014, subject to the approval of Members of the Company at the 30th Annual General Meeting, and subject to all other applicable approvals.

Mr. Vinod Shah is B.E (Electrical) having experience of 25 years and In- Charge of Operation/ production of the Company. With his expertise knowledge, our Company has installed Vinyl Flooring Plant. He is also responsible for Plant, Administration including supervision, production and control the plant situated at Plot No.55, Village Garadia, Taluka Savli, Dist. Baroda, Gujarat 391520.

Your Company is in the process of making application to the Central Government for seeking its approval under section 203 of the Companies Act, 2013 (corresponding section 198,269,309,310 and 311 of the Companies Act, 1956) to enable Mr. Vinod Shah to act as a Whole Time Director of the Company. Therefore, Mr. Vinod K. Shah re-appointment of Whole Time Director of your Company is subject to the approval of Central Government .

The Nomination & Remuneration Committee at their meeting held on 1st February, 2014 and Board of Directors of the Company in their meeting held on 06th February, 2014 had approved (subject to the approvals of the Members of the said Company) the following terms and conditions or remuneration payable to Mr. Vinod Shah for a period of 3 years w.e.f. April 01, 2014.

The terms including remuneration payable to Mr. Vinod Shah is as under:

Mr. Vinod Shah be appointed as Whole Time Director of the Company with effect from 1st April, 2014 to 31st March, 2017.

The Company shall pay to Mr. Vinod K. Shah in consideration of the performance of his duties as Whole Time Director, the following Remuneration.