31st ANNUAL REPORT 2014-2015

ROYAL CUSHION VINYL PRODUCTS LIMITED

Royal Cushion Vinyl Products Limited

CIN No. : L24110MH1983PLC031395
www.rcvp.in

BOARD OF DIRECTORS

Mr. Mahesh K. Shah	Chairman & Managing Director
Mr. Vinod K. Shah	Whole time Director
Mr. Arvind V. Motasha	Director
Mr. Deepak A. Motasha	Director
Mr. Mukesh A. Motasha	Director
Mr. Jayesh A. Motasha **(Appointed w.e.f. 30th June, 2015 as CFO)**	Director and Chief Financial Officer
Ms. Kavita Bachwani **(Appointed w.e.f. 30th June, 2015 as Additional Director)**	Additional Director

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

FINANCIAL INSTITUTION / BANKS
Axis Bank Ltd.
SICOM

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

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

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

CONTENTS

	Page No.
Notice	01 to 11
Directors' Report	12 to 32
Management Discussion & Analysis Report & Auditors Certificate on Corporate Governance	33
Corporate Governance Report	34 to 41
Auditors' Report	42 to 45
Balance Sheet	46
Profit and Loss Account	47
Cash Flow Statement	48
Schedule to Balance Sheet	49 to 57
Schedule to Profit and Loss Account	58 to 59
Notes to Accounts	60 to 66
Proxy Form	68

NOTICE

NOTICE is hereby given that the 31ST **ANNUAL GENERAL MEETING** of the Members of **ROYAL CUSHION VINYL PRODUCTS LIMITED** will be held on **Wednesday**, the **30th September, 2015 at 12.30 p.m**. at the Conference Room, 2ndFloor, 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 Audited financial statements of the Company for the year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mukesh A. Motasha (DIN - 00059929) who retires by rotation and being eligible, offers himself for re- appointment.
3. To appoint a Director in place of Mr. Arvind V. Motasha (DIN - 00228368) 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 Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting held on 30th September, 2014, the appointment of **M/s. Chandrakant & Sevantilal & J. K. Shah & Co, Chartered Accountants, Vadodara (Firm Registration no. 101676W)** as the Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017 be and is hereby ratified and the Board of Directors be and are hereby authorised to fix such remuneration payable to them for the finanacial year ending 31st March, 2016 as may be determined by the Board of Directiors in consultation with Audit Committee."

SPECIAL BUSINESS:

5. **To consider and, if thought fit, to pass, with or without modifications, the following as a Special Resolution:**
   "**RESOLVED THAT**pursuant to Clause 49 of listing agreement and 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 Natroyal Industries Private Limited effect from 1st April, 2015 for the amounts as appended below:

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) WEF 01/04/2015	
	Transactions defined under section 188(1) of the Companies Act, 2013 (Rs. in lacs)
	Availing or rendering of any services; Appointment of any agent, 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.(i.e. a private company in which a Director or Manager is a Member or Director)	10,000.00

Name of the Director (who are the members in Natroyal Industries Private Limited)	No. of Shares	Percentage (%) of holding
Mahesh K. Shah	12042	1.88
Vinod K. Shah	15491	2.42
Jayesh A. Motasha	338	0.05
Mukesh A. Motasha	341	0.05
Deepak A. Motasha	341	0.05
Arvind V. Motasha	300	0.05

"**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."

6. **To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), Mr.Kallol Bandyopadhyay, Practicing Cost Accountant, Membership No. 19380 appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of the Cost Records of the Company for the year 2015-2016 and issue Cost Audit Report on the same at a remuneration of Rs. 50,000/- plus Service tax and reimbursement of out-of-pocket expenses,if any and to submit requisite Cost Auditor report to the Board of Directors of the Company and to ratify the remuneration payable for the financial year 2014- 2015".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"**RESOLVED** that Ms. Kavita Bachwani (DIN 07239417) who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 30, 2015 and who holds office upto the date of this Annual General Meeting in terms of section 161 of the Companies Act, 2013 ("Act"), and in respect of whom the Company has received a Notice, in writing, from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company be and is hereby appointed as Executive Director of the Company, liable to retire by rotation."

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 Sections 203 of the Companies Act, 2013 (''Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the Company hereby approves, confirms and ratifies the appointment of Mr. Jayesh A. Motasha (Din: 00054236), Executive Director of the Company designated as "Executive Director and Chief Financial Officer"with effect from 30th June, 2015 upon the terms

and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and Mr. Jayesh A. Motasha.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effectetc. to this resolution."

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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force)the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect.

RESOLVED FURTHER THAT any one of the Directors of the Company be and hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution."

BY ORDER OF THE BOARD
For **Royal Cushion Vinyl Products Limited**

Sd/-
Mahesh K. Shah
Managing Director
00054351

Place:-Mumbai,
Date: - 14th August, 2015

Registered Office:
Royal Cushion Vinyl Products Limited
Shlok, 60 CD, Govt. Industrial Estate,
Charkop, Kandivli (West), Mumbai - 400 067
CIN No. L24110MH1983PLC031395
Website: www.rcvp.in

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/HERSELF, 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 **Thursday, 24th September, 2015 to Wednesday, 30th September, 2015**(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. Mukesh A. Motasha and Mr. Arvind V. 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. Mukesh A. Motasha (DIN No. 00059929)

Mr. Mukesh Motasha (60 years) is a Graduate in diploma textile Chemistry from Bombay University. He has vast and varied experience in all functions of the Company including production, sales and marketing.

He is the member in Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of the Company. He is a Director of the Company since 21/11/1983.

He is presently holding 25,701 Equity Shares of Rs.10/- each of the Company (including shares held jointly).

2. Mr. Arvind V. Motasha (DIN No. 02283680)

Mr. Arvind Motasha (74 years) is anIntermediate in Arts from Bombay University. He has vast and varied experience in all functions of the Company including production, financial, commercial and allied areas.

He is not holding any directorship in any other Company.

He is the Member in Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee. He is a Director of the Company since 21/11/1983.

He is presently holding 16,903 Equity Shares of Rs. 10/- each of the Company (including shares held jointly).

3. **Mr. Jayesh A. Motasha (DIN No. -00054236)**

Mr. Jayesh A. Motasha was a Director and having Din no: 00054236 under the Companies Act uptill 29/06/2015. He is appointed as the Executive Director and Chief Financial Officer of the Company on 30/06/2015.

He is B.com and having experience of 35 years in Commercial, Taxation and Finance Functions. The Company is not paying any remuneration to him.

He is presently holding 26,800 Equity Shares of Rs. 10/- each of the Company. He is holding directorship in one Company i.e. Royal Spinwell Private Limited.

4. Ms. Kavita Bachwani (DIN No. 07239417)

Ms. Kavita Bachwani was appointed as a Additional Director on 30/06/2015 and having Din no: 07239417 under the Companies Act.

She is B. Com and having experience of 27 years in Commercial and Finance Functions. She is drawing salary of Rs. 7,12,000 per annum and perquisites and allowances of Rs. 70,000.

She is presently holding NIL Equity Shares of the Company. She is not holding any directorship in any other Company.

j. VOTING THROUGH ELECTRONIC MEANS (E-VOTING):

1. In accordance with Clause 35B of Listing Agreement and Section 108 of the Companies Act, 2013, read with Rule 20 of 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 31st Annual General Meeting of the Company. The Company has appointed Central Depository Services (India) Ltd. (CDSL) to provide remote 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 September 23, 2015.
3. The voting period begins on Sunday the 27th day of September, 2015 at 9.00 a.m. and will end on Tuesday, the 29th day of September, 2015 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 being September 23, 2015, 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. Gaurang Shah, of M/s. GMS and Co. Practicing Company Secretaries(Membership No:32581; COP No:11953) 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. A Members may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

6. The Procedure and Instructions for remote e-voting are as under:

(i) The voting period begins on 27th September, 2015, 9:00 a.m and ends on 29th September, 2015, 5:00 p.m. (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) being 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders-Login

(iv) Now Enter your User ID and password.

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 From 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach 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 Electronic Voting Sequence Number (EVSN) for the relevant **Royal Cushion Vinyl Products Limited** on which you choose 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 same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non Individual Shareholders and Custodians

✧ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

✧ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

✧ After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.

✧ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) In case of members receiving the physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

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

b) Mr. Gaurang Shah, of M/s. GMS and Co. Practicing Company Secretaries(Membership No. 32581, COP No. 11953) has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the remote e-voting process and voting cast by member through poll at Annual General Meeting in a fair and transparent manner.

c) Members who do not have access to remote 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. Gaurang Shah, of M/s. GMS and Co. Practicing Company Secretaries C/o. Universal Capital Securities Pvt. Ltd. Unit: Royal Cushion Vinyl Products Limited, 21, ShakilNiwas, MahakaliCaves Road, Andheri [East], Mumbai 400 093, not later than Tuesday, September 29, 2015 (5.00 p.m.).

Members have the option to request for hard copy of the Ballot Form by sending an e- mail to legalho83@gmail.com by mentioning their Folio/DP ID/and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer Mr. Gaurang Shah, of M/s. GMS and Co. Practicing Company Secretaries in practice (Membership No. 32581, COP No. 11953) appointed by the Board of Directors of the Company not later than Tuesday, September 29, 2015 (5.00 p.m.) Ballot form received after this date will be treated as invalid. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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

(xxi) The results of remote 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.rcvp.in within three (3) 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 9 of the accompanying Notice.

Item No. 5:

The provisions of clause 49 of listing agreement and Section 188 of the Companies Act, 2013 provide for certain related party transactions to be approved by the shareholders at the general meeting:

In the light of provisions of the clause 49 and section 188 of the 2013 Act, the proposed transactions along with annual limits upto which the Company may enter into such transactions with its related parties (as defined under 2013 Act) for the financial year 2015-2016 is being placed for the approval of the members.

All required disclosures are given here in below in a tabular format for kind perusal of the members.