

ROYAL CUSHION VINYL PRODUCTS LIMITED

33rd

ANNUAL REPORT 2016-17

Annual Report 2016-2017

ROYAL CUSHION VINYL PRODUCTS LIMITED

(CIN No. - L24110MH1983PLC031395)

www.rcvp.in

Mr. Mahesh. K. Shah
Mr. Vinod K Shah
Mr. Arvind V Motasha
Mr. Deepak A Motasha
Mr. Mukesh A Motasha
Mr. Jayesh A Motasha
Ms. Kavita Bachwani

AUDITORS

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

FINANCIAL INSTITUTION / BANKS

Axis Bank Ltd
SICOM Ltd

WORKS

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

BOARD OF DIRECTORS

Chairman & Managing Director
Whole time Director
Director
Director
Director
Director and Chief Financial Officer
Director

REGISTERED OFFICE

60 CD, Shlok Govt. Indus. Estate
Charkop, Kandivali (West),
Mumbai – 400 067
Tel: 022 32655828, 022 28063514
Fax No.: 022 28603565

REGISTRAR & TRANSFER AGENTS

Universal Capital Securities Private Limited
(Formerly Known as Mondkar Computers Pvt Ltd)
Unit: Royal Cushion Vinyl Products Limited
21, ShakilNiwas, Mahakali Caves Road,
Andheri (East), Mumbai 400 093
Tel: 28366620/ 28257641/62920
Fax : 28211996

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd **ANNUAL GENERAL MEETING** of the Members of **ROYAL CUSHION VINYL PRODUCTS LIMITED** will be held on Tuesday, the **26th September, 2017 at 12.30 p.m.** at the Conference Room, 2nd Floor, 60 CD "SHLOK", Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai 400 067, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon.
2. 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.
3. 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.
4. To consider and if thought fit to pass, with or without modifications, the following as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed there under, as amended from time to time, M/s. Bipin & Co, Chartered Accountants, Vadodara (Firm Registration no. 101509W) be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of this Annual General Meeting (AGM) till the conclusion of 38th Annual General Meeting subject to ratification of their appointment at every AGM of the Company, if so required under the law for the time being in force, at such remuneration to be decided by the Board of Directors/Audit Committee of the Company in consultation with him."

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

SPECIAL BUSINESS:

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

"RESOLVED THAT in supersession of the earlier resolutions and pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereof, consent and approval 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. 500 Crores (Rupees Five Hundred 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 in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company or any committee thereof (“the Board”) for above mentioned purpose to create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events in favour of Banks/ Financial Institutions, other investing agencies and trustees for the holders of debentures/ bonds/ other instruments to secure rupee/ foreign currency loans and/ or the issue of debentures whether partly/ fully/ non-convertible and / or securities linked to Ordinary shares and/ or bonds with share warrants attached or any other borrowings.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized 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.”

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

“RESOLVED THAT pursuant to provisions of Regulation 23(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“LODR Regulations”) and the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“the Act”) read with the Rules made there under and subject to such approvals, consents, permission and sanctions of the appropriate and/or concerned authorities or bodies as may be required, the approval of the Company be and is hereby accorded to the Board of Directors, to create a second charge on movable and immovable properties present and future of the Company, in favour of Natroyal Industries Private Limited, a 'Related Party' as defined under Section 2(76) of the Act and regulation 2(zb) of the LODR Regulations, under the Manufacturing support and supply Agreement entered between the Company and said Related party in the year 2012, on the terms and conditions as may be mutually agreed.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the said Related Party, and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company.”

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

“RESOLVED THAT pursuant to provisions of Regulation 23(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“LODR Regulations”) and the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“the Act”) read with the Rules made thereunder, the approval and ratification of the Company be and is hereby accorded, for availing / already availed the financial assistance from the Related Parties, the list of which is provided in explanatory statement annexed to this notice, as defined under Section 2(76) of the Act and regulation 2(zb) of the LODR

Regulations.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the Related Party(ies), and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company.”

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

“RESOLVED THAT pursuant to provisions of Regulation 23(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“LODR Regulations”) and the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“the Act”) read with the Rules made there under, the approval/ratification of Company be and is hereby accorded to the Board of Directors, for availing or rendering services; purchase or sale of goods or materials or taking or giving the property on lease, upto INR 110 Crores per annum with effect from 1st April, 2017, from/to Natroyal Industries Private Limited, a 'Related Party' as defined under Section 2(76) of the Act and regulation 2(zb) of the LODR Regulations, on the terms and conditions as may be mutually agreed.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the Related Party, and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company.”

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

Vinod K. Shah
Whole Time Director
00054667

Place:-Mumbai,
Date: 22nd August, 2017

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 **Wednesday 20th September, 2017 to Tuesday, 26th September, 2017** (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. In case of Joint Holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
- g. 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.
- h. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to Universal Capital Securities Private Limited, Registrar and Share Transfer Agent of the Company.
- i. 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.
- j. 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, ShakhilNiwas, Mahakali Caves Road, Andheri (East), Mumbai 400 101. Tel No. 022 28257641, 022 28207203.**
- k. **VOTING THROUGH ELECTRONIC MEANS (E-VOTING):**
 - 1. In accordance with applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended (the Rules), the Company is pleased to provide facility to its members, to cast their vote electronically for all the resolutions proposed at the

33rd 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 cut-off date September 19, 2017.
3. The voting period begins on Saturday, the 23rd day of September, 2017 at 9.00 a.m. and will end on Monday, the 25th day of September, 2017 at 5.00 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 19th September, 2017, 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 remote e-voting process and voting cast by member through poll at Annual General Meeting 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. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
7. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Saturday, the 23rd day of September, 2017 at 9.00 a.m. and will end on Monday, the 25th day of September, 2017 at 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 19th September, 2017 may cast their vote electronically. The remote 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 Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 which is mentioned in address label as sr no affixed on Annual Report, 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 with sequence number 1 then enter RA00000001 in the PAN field.
DIVIDEND BANK DETAILS OR DATE OF BIRTH (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both 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).</p>

(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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2017. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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 linked in the login 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.

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

(xxi) 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. [xx] 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 Monday, September 25, 2017 (5.00 p.m.).

A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a

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Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.

- (xxii) 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.

PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED

Pursuant to regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India, the particulars of Directors who are proposed to be appointed/ reappointed are given below.

Particulars	Mr. Arvind V. Motasha	Mr. Mukesh A. Motasha
DIN	00228368	00059929
Date of Birth	20/08/1941	04/04/1955
Qualification & Experience	Intermediate in Arts from Bombay University	Graduate in diploma textile Chemistry from Bombay University
Expertise in specific functional area	He has vast and varied experience in all functions of the Company including production, financial, commercial and allied areas	He has vast and varied experience in all functions of the Company including production, sales and marketing
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil	Brother of Mr. Jayesh Motasha and Mr. Deepak Motasha
Directorship held in other companies	No	No
Membership / Chairmanships of Committees of other India Companies	N.A.	N.A.
No. of Shares held in the Company as in 31st March, 2017	16,903 (including shares held jointly)	25,701 (including shares held jointly)