

ROYAL CUSHION VINYL PRODUCTS LIMITED

**36th
ANNUAL REPORT
2019-20**



ROYAL CUSHION VINYL PRODUCTS LIMITED

(CIN No. - L24110MH1983PLC031395)

www.rcvp.in

BOARD OF DIRECTORS

Mr. Mahesh. K. Shah
Mr. Jayesh A Motasha
Mrs. Harsha Shah
Mrs. Avani Pandit

Chairman & Managing Director
Director
Director
Director

AUDITORS

M/s. Bipin & Co.

Chartered Accountants
30,4, Sumangal Chamber, Jamboo Bet
Dandia Bazaar, Vadodara – 390 001.

REGISTERED OFFICE

60 CD, Shlok Govt. Indus. Estate
Charkop, Kandivali (West),
Mumbai – 400 067
Tel: 022 28063514/16

FINANCIAL INSTITUTION / BANK

Axis Bank Ltd

REGISTRAR & TRANSFER AGENTS

M/s Universal Capital Securities Private Limited

Unit: Royal Cushion Vinyl Products Limited
101, 247 Park,
LBS Road, Vikhroli West,
Tel: 49186178/79
Fax : 28211996

WORKSC

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

Contents	Page No.
Notic	1-8
Directors' Report	9-28
Management Discussion & Analysis Report	29
Corporate Governance Report	30-38
Auditors' Report	41-47
Balance Sheet	48
Profit and Loss Account	49
Statement of Changes in Equity	50
Cash Flow Statement	51-52
Notes Forming Part of the Financial Statement	53-80

Annual Report 2019-2020

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **36th ANNUAL GENERAL MEETING** of the Members of **ROYAL CUSHION VINYL PRODUCTS LIMITED** will be held on Wednesday, 30th September, 2020 at 12.30 pm IST through Video Conferencing (VC) or other audio visual means (OAVM) 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 31st, 2020 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jayesh Motasha (DIN 00054236) who retires by rotation and being eligible, offers himself for re- appointment.

BY ORDER OF THE BOARD
For Royal Cushion Vinyl Products Limited

Nivedita Juvatkar
Company Secretary
ACS48850

Place:-Mumbai
Date: September 03rd, 2020

Registered Office:

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

IMPORTANT NOTES:

1. General instructions for accessing and participating in the 36th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:
 - a. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD1/CIR /P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 36th (Thirty Sixth) AGM of the Company is being conducted through Video Conference (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue. In terms with the Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the venue of the 36th (Thirty Sixth) AGM shall be deemed to be the Registered Office of the Company situated at "SHLOK, 60 CD, Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai - 400 067.
 - b. In terms of the circulars issued by MCA since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 36th AGM. However, in pursuance of

Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting and for participation in the 36th AGM through VC/OAVM Facility and e-Voting.

- c. In line with the circulars issued by MCA and SEBI, the Notice of the 36th AGM will be available on the website of the Company at www.rcvp.in and on the website of BSE Limited at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com.
- d. Since the AGM will be held through VC/OAVM Facility, the Route Map of the AGM venue, proxy form and attendance slip are not annexed in this Notice.
- e. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting and for participation in the 36th AGM through VC/OAVM.
- f. Members may join the 36th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 12.00 noon. i.e. 30 minutes before the time scheduled to start the 36th AGM and shall be kept open during the proceedings of the AGM.
- g. Attendance of the Members participating in the 36th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to legalho83@gmail.com.
- i. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company's email id legalho83@gmail.com.
- j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with circulars issued by MCA and SEBI in this regard, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 36th AGM and also for those Members participating in the 36th AGM to cast vote through e-Voting system during the 36th AGM.

2. Instructions for Members for Remote e-Voting are as under:-

- I. The remote e-voting period commences on Sunday, 27th September, 2020 (9:00 am) and ends on Tuesday, 29th September, 2020 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Any person who is not a Member as on the cut off date should treat this notice for information purpose only. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- II. The details of the process and manner for remote e-Voting are explained herein below:
 - Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>
 - Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Annual Report 2019-2020

- a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of the Company for which you wish to cast your vote.
 4. Now you are ready for e-voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
3. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:
 - a. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 36th AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning name, folio number and complete address; and ii) self attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company legalho83@gmail.com.
 - b. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self attested scanned copy of the PAN Card, to the email address of the Company legalho83@gmail.com.

Annual Report 2019-2020

5. Instructions for Members for participating in the 36th AGM through VC/OAVM are as under:
- a. Members will be able to attend the 36th AGM through VC/OAVM Facility through the NSDL e-Voting system at <https://www.evoting.nsdl.com> under shareholders login by using the remote e-Voting credentials and selecting the EVEN for the Company's 36th AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice of the 36th AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - b. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
 - c. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection.
 - d. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 36th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address legalho83@gmail.com atleast 48 hours in advance before the start of the meeting i.e. by 28th September, 2020 by 12.00 noon. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
 - e. Members, who would like to ask questions during the 36th AGM with regard to the financial statements or any other matter to be placed at the 36th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address legalho83@gmail.com atleast 48 hours in advance before the start of the 36th AGM i.e. by 28th September, 2020 by 12.00 Noon. Those Members who have registered themselves as a speaker shall be allowed to speak/ask questions during the 36th AGM, depending upon the availability of time.
 - f. Institutional Investors who are Members of the Company, are encouraged to attend the 36th AGM through VC/OAVM Facility.
6. Instructions for Members for e-Voting during the 36th AGM are as under:
- a. Members may follow the same procedure for e-Voting during the 36th AGM as mentioned above for remote e-Voting.
 - b. Only those Members, who will be present in the 36th AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 36th AGM.
 - c. The Members who have cast their vote by remote e-Voting prior to the 36th AGM may also participate in the 36th AGM through VC/ OAVM Facility but shall not be entitled to cast their vote again.
 - d. The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the 36th AGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:
 - i) Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number :+91-22-2499 4360.
 - ii) Ms. Pallavi Dabke, Manager, NSDL at the designated email ID: evoting@nsdl.co.in, pallavid@nsdl.co.in or at telephone number +91-22-2499 4545.
7. General Guidelines for Members
- a. It is strongly recommended not to share your password with any other person and take utmost care to keep
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Annual Report 2019-2020

your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.

- b. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager or Ms Pallavi Dabke, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. : +91-22-2499 4360 or +91-22-2499 4545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address legalho83@gmail.com.
8. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cutoff date of 23rd September, 2020.
9. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 36th AGM by email and holds shares as on the cut-off date i.e. 23rd September, 2020, may obtain the User ID and password by sending a request to the Company's email address legalho83@gmail.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com.
10. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the AGM.
11. Mrs. Padma Loya (Membership No. 25349 COP 14972) of M/s. Loya & Associates, Practising Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-Voting process (including e-Voting at the meeting) in a fair and transparent manner.
12. During the 36th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 36th AGM, formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the 36th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 36th AGM.
13. The Scrutinizer shall after the conclusion of e-Voting at the 36th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 36th AGM, who shall then countersign and declare the result of the voting forthwith.
14. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.rcvp.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited (BSE).
15. Pursuant to the circulars issued by MCA and SEBI, in view of the prevailing pandemic situation and owing to the difficulties involved in dispatching of physical copies of the Notice of the 36th AGM and the Annual Report for the financial year 2019-20 including therein, inter-alia, the Audited Financial Statements for the financial year ended 31st March, 2020, the same are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s and who wish to

Annual Report 2019-2020

receive the Notice of the 36th AGM and the Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, name, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address legalho83@gmail.com.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
16. The Notice of the 36th AGM and the Annual Report for the financial year 2019-20 including therein, interalia, the Audited Financial Statements for the financial year ended 31st March, 2020, will be available on the website of the Company at www.rcvp.in and the website of BSE Limited at www.bseindia.com. The Notice of 36th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.
 17. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of the Annual General Meeting.
 18. Members are requested to:
 - (a) intimate to the Company / their Depository Participant ("DP"), changes, if any, in their registered address at an early date;
 - (b) quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence;
 - (c) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Universal Capital Securities Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime.
 - (f) 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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Pvt. Ltd.
 19. During Fiscal 2019, the Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after 1st April, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer.

PROFILE OF DIRECTOR 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.

Annual Report 2019-2020

Particulars	Mr. Jayesh A. Motasha
DIN	00054236
Date of Birth	09/08/1957
Qualification & Experience	Bcom Graduate from Mumbai University
Expertise in specific functional area	He has a vast and varied experience in all functions of the Company including production, financial, commercial and allied areas.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	----
Directorship held in other companies	He is a Director in Royal Spinwell Private Limited
Membership / Chairmanships of Committees of other India Companies	He is a Chairman in Stakeholder Relationship Committee and Member in Audit Committee and Nomination and Committee Remuneration.
No. of Shares held in the Company as in 31 st March, 2020	26800
Date of appointment on the Board	21/11/1983
Number of meetings of the Board attended during the financial year 2019-20	9

BY ORDER OF THE BOARD
For Royal Cushion Vinyl Products Limited

Nivedita Juvatkar
Company Secretary
ACS48850

Place:-Mumbai
Date: September 03, 2020

Registered Office:

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