

31<sup>st</sup>  
ANNUAL REPORT  
2014-2015

A decorative graphic consisting of three overlapping, wavy bands. The top band is light gray, the middle band is white, and the bottom band is a dark blue. The bands flow from left to right across the page.

**ROYAL CUSHION VINYL PRODUCTS LIMITED**

**Royal Cushion Vinyl Products Limited**

CIN No. : L24110MH1983PLC031395

www.rcvp.in

**BOARD OF DIRECTORS**

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

**REGISTERED OFFICE**

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

**FINANCIAL INSTITUTION / BANKS**

Axis Bank Ltd.  
SICOM

**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

**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 31<sup>ST</sup> ANNUAL GENERAL MEETING of the Members of **ROYAL CUSHION VINYL PRODUCTS LIMITED** will be held on **Wednesday, the 30<sup>th</sup> September, 2015 at 12.30 p.m.** at the Conference Room, 2<sup>nd</sup> 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 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 30<sup>th</sup> 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 financial year ending 31st March, 2016 as may be determined by the Board of Directors 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)
	<b>Availing or rendering of any services; Appointment of any agent, purchase or sale of goods, materials, services or property.</b>
<b>NAME and NATURE of RELATIONSHIP with RELATED PARTIES</b>	
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

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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 30<sup>th</sup> June, 2015 upon the terms

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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 effect etc. 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: - 14<sup>th</sup> 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, 24<sup>th</sup> September, 2015 to Wednesday, 30<sup>th</sup> 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 an Intermediate 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 upto 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 31<sup>st</sup> 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 27<sup>th</sup> day of September, 2015 at 9.00 a.m. and will end on Tuesday, the 29<sup>th</sup> 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.

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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 27<sup>th</sup> September, 2015, 9:00 a.m and ends on 29<sup>th</sup> 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 23<sup>rd</sup> 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](http://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](http://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 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](http://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.

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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)
	<b>Availing or rendering of any services; Appointment of any agent, purchase or sale of goods, materials, services or property.</b>
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

- a) Name of the related party: Natroyal Industries Private Limited
- b) Name of the director or Key Management Personnel who is related, if any: Mr. Mahesh K. Shah, and Mr. Mukesh A. Motasha.
- c) Nature of Relationship: Natroyal Industries Private Limited in which the Directors of Royal Cushion Vinyl Products Limited are the members.

Name of the Director (who are the members in Natroyal Industries Private Limited)	No. of Shares	Percentage (%) of holding
Vinod K. Shah	15491	2.42

- d) Nature, material terms, monetary value and particulars of the contract or arrangement:
- The Company is taking your approval for availing, purchase and sale of goods, materials and rendering services up to Rs. 100 Crores per annum on an arm length basis w.e.f. 1<sup>st</sup> April, 2015 and the job work services as required for getting the work done by both the companies i.e. Royal Cushion Vinyl Products Limited and Natroyal Industries Private Limited with each other on various assignment basis.
- e) Any other information relevant or important for the members to take a decision on the proposed resolution: NIL  
Members are hereby informed that pursuant to the provisions of clause 49 and section 188 of the 2013 Act, no member of the company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors recommends the resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

All the Directors and Key Managerial Personnel are interested in the resolution set out at Item No. 5 of the Notice.

The relatives of Directors and Key Managerial Personnel may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

### Item No. 6:

The Board, on the recommendation of the Audit Committee, has approved the appointment of Mr. KallolBandyopadhyay, Practicing Cost Accountant, Membership No. 19380 as the Cost Auditor to audit the cost records of our products manufactured by the Company for the financial year 2015-2016 on a remuneration of Rs.50,000/- plus Service tax and reimbursement of out-of-pocket expenses and also ratify the remuneration for the financial year 2014-2015.

The Board commends the Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No.6 of the accompanying notice.

**Item No. 7:**

Ms. Kavita Bachwani, was appointed as an Additional Director w.e.f. 30<sup>th</sup> June, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and as per the Articles of Association of the Company pursuant to section 161 of the Companies Act, 2013 the above Director holds the office upto the date of the ensuing Annual General Meeting.

In this regard the Company has received request in writing from a member of the Company proposing Ms. Kavita Bachwani's candidature for appointment as Director of the Company in accordance with the provisions of section 160 and all other applicable provisions of the Companies Act, 2013.

The Board commends the Resolution at Item No.7 of the accompanying Notice for approval by the Members of the Company.

Except Ms. Kavita Bachwani, being the appointee herself, none of the Directors and Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the passing of the Resolution at Item No. 7 of the accompanying notice.

She is drawing salary of Rs.7,12,000 and perquisites and allowances of Rs. 70,000.

**Item no. 8:**

The Board of Directors at their meeting held on 30<sup>th</sup> June, 2015 appointed Mr. Jayesh A. Motashaas Chief Financial Officer of the Company pursuant to Section 203 of the Companies Act, 2013, and subsequently an Executive Director of the Company as whole time Key Managerial Personnel.

The Board commends the Resolution at Item No.8 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Jayesh A. Motasha, being the appointee himself, none of the Directors and Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the passing of the Resolution at Item No.8 of the accompanying notice.

**Item no. 9:**

The existing Articles of Association (AOA) based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

The Companies Act, 2013 is now largely in force. On 12th September, 2013 the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation and subsequently, on 26th March, 2014 MCA notified most of the remaining sections (barring those provisions which require sanction/ confirmation of the National Company Law Tribunal). However, substantive sections of the Companies Act, 2013 which deals with the general working of Companies stand notified.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles. Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by

## Annual Report 2014-2015

way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Members for approval.

The new AOA to be substituted in place of existing AOA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares.

A copy of the new set of Articles of Association of the Company proposed to be adopted together with the proposed alterations would be available for inspection by the members at the Registered office of the Company during business normal hours on any working day, excluding Sunday, upto and including the date of the Annual General Meeting.

The Board commends the Resolution at Item No.9 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No.9 of the accompanying notice.

Place:-Mumbai

Date:-14<sup>th</sup> 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**

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

Sd/-  
**Maresh K. Shah**  
**Managing Director**  
**00054351**

## DIRECTORS' REPORT

To  
**The Members of  
 Royal Cushion Vinyl Products Limited,**

Your Directors have pleasure in presenting the 31<sup>st</sup> Annual Report together with Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2015.

**1) Financial Results**

Particulars	(Rs. In Lakhs)	
	Current year ended 31.03.2015	Previous year ended 31.03.2014
Revenue from operations (Net)	7468.94	6172.23
Other Income	95.96	8.17
<b>Total Income</b>	<b>7564.90</b>	<b>6180.40</b>
Total Expenditure	8525.37	7496.81
<b>Profit / (loss) before interest and depreciation</b>	<b>(960.47)</b>	<b>(1316.41)</b>
Add: Finance Cost	252.87	1125.12
Depreciation	206.43	770.42
Prior year's expenses	119.37	2.81
<b>Profit/(Loss) before Exceptional item</b>	<b>(1539.14)</b>	<b>(3214.76)</b>
Exceptional item	Nil	Nil
<b>Profit/(Loss) for the year</b>	<b>(1539.14)</b>	<b>(3214.76)</b>

**2) Performance of operations and the state of company's affairs.**

The Company has achieved turnover of Rs.7468.94 Lakhs as against Rs.6172.23Lakhs in the previous year. The registration increase of 21% due to higher value of products. The Company incurred a Net Loss of Rs. 1539.14 Lakhs as compared to previous year's Net Loss of Rs.3214.76 Lakhs.

**3) Dividend**

In view of losses, the Board of Directors is unable to declare any dividend for the year 2014-2015.

**4) Status With BIFR**

"As reported in the earlier Annual Reports, the Company has been registered with BIFR since September, 2002. The last hearing was held on February 19, 2015 at BIFR and on May 6, 2015 at AAIFR. The AAIFR in its last hearing directed BIFR to take necessary steps to circulate Draft Rehabilitation Scheme (DRS). The BIFR has circulated DRS vide its order June 11, 2015. The next hearing was scheduled on August 19, 2015.

**5) Management Discussion and Analysis Report**

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

**6) Fixed Deposits**

During the year under review, your Company has not accepted any deposits within the meaning of provisions of chapter V - Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules 2014, as amended from time to time.

**7) Particulars of Loans, Guarantees and Investments under section 186**

Details of Loans, Guarantees and Investments are given in the Notes to Financial Statements.

**8) Related Party Transactions**

The Company has formulate policy on dealing with Related Party Transactions, a copy of which is available on the website of the Company: [www.rcvp.in](http://www.rcvp.in)

All the related party transactions that were entered into during the Financial Year in the ordinary course of business and on arm's length basis.

**9) Particulars of Employees**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report as Annexure "A".

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are required to be provided in the Annual Report. However there were no employees who were in receipt of remuneration for which details need to be disclosed.

**10) Directors**

Mr. Mukesh A. Motasha (DIN No. - 00059929) and Mr. Arvind V. Motasha (DIN No. - 00228368), Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Your Directors recommend their reappointment. (Details are furnished under Notice).The Company has not appointed Women Director in the financial year 2014-15. Further Ms. Kavita Bachwani was appointed on 30.06.2015 as Women Director.

As the Company is under BIFR (Sick Company), the management was unable to attract and induct any Independent Director. Hence no statement on declaration of independence was received by the Company.

**11) Key Managerial Personnel**

In the financial year 2014-15, Mr. H.K. Bijlani, Company Secretary was regined w.e.f. 14th August, 2014. The Comapny has published advertisement for appointing Company Secretary to comply with the provision of section 203 of the Companies Act, 2013, however, the Company unable to get the right candidate for the post of Company Secretary.

**12) Directors' Responsibility Statement**

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- a) that in the preparation of the Annual Accounts for the financial year ended 31st March, 2015 the applicable accounting standards/practices had been followed along with proper explanation relating to material departures;
- b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The annual financial statements have been prepared on a going concern basis.
- e) that the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**13) Particulars Regarding Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Expenditure**

The particulars of energy conservation, technology absorption and foreign exchange earnings and outgo, as applicable to the Company are as per Annexure "B" attached to the report.

**14) Material changes and commitments affecting the financial position of the Company which have occurred between March 31, 2015 and August 14, 2015 (date of the Report)**

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (March 31, 2015) and the date of the Report (August 14, 2015).

**15) Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.**

The Company is registered under BIFR and apart from that there are no other material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**16) Details of Subsidiaries/Joint venture/Associate Company;**

The Company has no subsidiaries/Joint venture/Associate Company incorporated or ceased in the year 2014-15.

**17) Internal financial control**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

**18) Auditors' Remarks & Appointment**

As regards the remarks & Qualifications in the Auditor's Report, please refer to the Notes forming Part of the Accounts which are self-explanatory.

At the Annual General Meeting held on 30th September, 2014, M/s. Chandrakant & Sevantilal & J. K. Shah & Co., Chartered Accountants, Vadodara (Firm Registration no. 101676W), were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meetings to be held in year 2017. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of Auditors shall be placed for ratification at every Annual General Meeting.

Accordingly, the appointment of M/s. Chandrakant & Sevantilal & J. K. Shah & Co., Chartered Accountants, as Statutory Auditors of the Company, is placed for ratification by the shareholders. In this regards, the Company has received a letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 139 of Companies Act, 2013 and that they are not disqualified for such re-appointment within the meaning of Section 141 of Companies Act, 2013.



**19) Cost Auditors**

The Central Government had approved appointment of M/s. Kallol Banbyopadhyay & Co., Cost Accountants, as Cost Auditor to conduct Cost Audit relating to the products manufactured by your Company for the financial year 2014-2015, the E-Form was filed with Registrar of Companies. Further the Company has also appointed him to conduct the Cost Audit for the financial year 2015-2016 as per Section 148 of Companies Act, 2013.

**20) Secretarial Auditor and Auditor Remarks**

The Company has appointed Mr. Gaurang Shah, of M/s. GMS and Co. Practising Company Secretaries (Membership no. 32581, Certificate of Practice No. 11953 ) to conduct Secretarial Audit of the Company for the financial year 2014-2015, pursuant to Section 204 of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 .

The Secretarial Auditors has following remarks:-

*It is observed that as per Section 203 of Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, necessitated that every listed company should have a mandatorily Company Secretary in whole time employment but company has not complied till date and Company is in process of appointing a Company Secretary.*

*As Company has given advertisement in the newspapers for the post of Company Secretary but could not able to find a suitable candidate for the post of Company Secretary.*

*It is observed that as per section 149 (5) of the Companies Act, 2013, & as per clause 49 of listing agreement, necessitated that every listed company has to mandatorily have appoint on board independent director but company has not complied till date.*

As the Company is under BIFR (Sick Company), the management was unable to attract and the induct Professional and Independent Directors to meet the requirements of Clause 49 of the Listing agreement. This fact has been reported to the Bombay Stock Exchange from time to time.

*It is observed that as per section 149 (1) of the Companies Act, 2013& as per clause 49 of listing agreement, necessitated that every listed company shall appoint at least one woman director within 1 year from the commencement of companies Act, 2013 and company is in process of appointing a women director.*

In the financial year 2014-2015 Company was not having Women Director but the same has complied in the financial year 2015-16.

It is observed that as per the management representation letter given by the company that they have already submitted delisting application to Ahmedabad stock exchange and Vadodara stock exchange in the year 2006 & the same matter is pending with both the exchanges.

The Secretarial Audit Report for the financial year 2014-2015 is annexed herewith as Annexure "D" which forms part of the Board's report.

**21) Listing with Stock Exchange**

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE Limited (BSE) where the Company's Shares are listed.

**22) Share Capital**

During the financial year there was no change in the Share Capital of the Company.

**23) Extract of the annual return**

Pursuant to Section 134(3)(a) of the Companies Act, 2013 an extract of the Annual Return in Form No. MGT-9 is annexed herewith as Annexure "C".

**24) Remuneration Policy**

The Board of Directors has on recommendations of the Nomination & Remuneration Committee outlined policy for selection & appointment of Directors, Key Managerial Personnel & Senior Management and also to decide their remuneration along with the perks. The Nomination & Remuneration Committee revises the remuneration from time to time depending upon the performance of the Company and the Individual Director's/Key Managerial Personnel and other Senior Management Personnel. The detailed policy is available on the website of the Company [www.rcvp.in](http://www.rcvp.in).

**25) Board of Directors Meeting**

During the year ended 31st March, 2015, the Company had Five (05) Board Meetings and the gap between the two meetings of the Board not more than 120 days as per Companies Act, 2013. The meetings were held on 30th May, 2014, 10th June, 2014, 11th August, 2014, 12th November, 2014 and 10th February, 2015. The details of the Board Meetings are provided in the Corporate Governance Report.

**26) Committees of Board**

Following are the various Committees formed by Board:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee

The details of the composition of committees, its roles and responsibility along with number of meetings held are given in the Report of Corporate Governance.

**27) Vigil Mechanism**

The Company has established a vigil mechanism for its Directors and Employees to report genuine concerns relating any violations legal or regulatory requirements or misconduct in the Company through its Whistle Blower Policy. And also to report concerns of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct and ethics policy, incorrect or misrepresentation of any financial statements and reports thereon.

The protected disclosures will be dealt by the Chairman of the Audit Committee and the Chairman should address the same carry out the investigation and take needful action.

The policy on Whistle Blower as approved by the Board of Directors is uploaded on company's website i.e. [www.rcvp.in](http://www.rcvp.in)

**28) Risk Management Policy**

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures and the same is reviewed by the Board periodically.

**29) Prevention of Sexual Harassment at Workplace**

The Company has adopted Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the workplace, to provide protection to employees at the workplace. The Company has constituted Internal Complaints Committee as per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 to consider and redress complaints of sexual harassment. The Committee has not received any complaints of sexual harassment during the year.

**30) Corporate Governance Certificate**

Your Company is committed to maintain the highest standards of Corporate Governance. Your Directors' adhere to the requirements set out by the Securities and Exchange Board of India, Corporate Governance practice and have implemented all the prescribed stipulations.

Report on Corporate Governance, as stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges in India, forms part of the Annual Report. Certificate from the Auditor of the Company M/s.Chandrakant & Sevantilal & J. K. Shah & Co., Chartered Accountants confirming compliance of conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is annexed to this Report.

**31) Performance Evaluation of Board and Independent Directors**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation. The Board has evaluated performance of all the Directors and expressed its satisfaction. Evaluation procedure covered Board's functioning such as adequacy of the size and composition of the Board and its Committees to ensure diversity and adequate skills in the best interest of the Company as a whole. **As the Company is under BIFR (Sick Company), the management was unable to attract and the induct Professional and Independent Directors to meet the requirements of Clause 49 of the Listing agreement. So there is only evaluation of Board and not Independent Directors.**

**32) Familiarisation Programme for Directors**

A well informed familiarised Board member, can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholders' aspirations and societal expectations. In pursuit of this, the Directors are updated on a continuing basis on changes / developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislations and economic environment, to enable them to take well informed and timely decisions.

**33) Acknowledgement**

The Directors wish to place on record their appreciation for the co-operation and support received from Financial Institutions, Banks, BIFR, Customers and other Government agencies. Your Directors place on record their appreciation for the services rendered by Employees during the critical period of the Company.

On Behalf of the Board of Directors

**For Royal Cushion Vinyl Products Limited**

Place: Mumbai  
Date: 14th August, 2015

Sd/-  
**Mahesh K.Shah**  
Managing Director  
(DIN 00054351)

Sd/-  
**Jayesh A. Motasha**  
Director & CFO  
(DIN 00054236)

**Details of Ratio of Remuneration of Director**  
**[Section 197(12) read with Rule 5 of Companies**  
**(Appointment and Remuneration of Managerial Personnel), Rules, 2014]**

ANNEXURE "A"

i)	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	<b>Name of Director</b>	<b>Ratio to the Median</b>
		1)Mr. Mahesh K. Shah 2)Mr. Vinod K. Shah	3.26 3.02
ii)	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	<b>Name of Director/KMP</b>	<b>% Increase</b>
		Mr. Mahesh K. Shah - Managing Director Mr. Vinod K. Shah - Whole Time Director	15% 9.5%
iii)	the percentage increase in the median remuneration of employees in the financial year;	13.6%	
iv)	the number of permanent employees on the rolls of Company;	143 in the financial year 2014-2015	
v)	the explanation on the relationship between average increase in remuneration and company performance;	The average increase in employee remuneration was 14%. The increase in remuneration is in line with market rate. The turnover of the company increase by 21% & loss before tax decreased by 52%.	
vi)	comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;	The remuneration of the Key Managerial Personnel was increased by 12.25% where as sales revenue is increased by 21% in the financial year 2014-15.	
vii)	variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies,	The stock price of the Company as on 31/03/2015 is Rs.6.07, the last increase dated 26/12/1996 in the equity capital was by way of allotment of equity share on conversion of Fully Convertible Debentures (FCDs) at par i.e. at Rs. 10/- per equity shares.The market capitalization of the Company as on 31/03/2015 is Rs. 732 lakhs as compare to Rs. 374 lakhs in the previous year 2013-14 and EPS as on 31/03/2015 is (12.63) as compare to (26.64) in the previous year 2013-14.	

## Annual Report 2014-2015

viii)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	The Average percentage increase made in the salaries of employees is 14% whereas the increase in the managerial remuneration for the same financial year was 12.25%.		
ix)	comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	<b>Name of the KMP</b>	<b>% of increase Revenue</b>	<b>% of increase in the remuneration of KMP</b>
		Mr. Mahesh K. Shah - Managing Director Mr. Vinod K. Shah - Whole Time Director	21% 21%	15% 9.5%
x)	the key parameters for any variable component of remuneration availed by the directors;	The Company doesn't provide any variable component of remuneration to its Directors.		
xi)	the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	There are 11 employees who are drawing salary more than Managing Director, the total salary of these employees is Rs.107.25 lacs. The average salary of these employees is Rs. 9.75 lacs. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year is 1:1.42 times.		
xii)	Affirmation that the remuneration is as per the remuneration policy of the company.	The remuneration paid is as per the remuneration policy of the Company.		

However Rule 5(2) and 5(3) of the section 197 of the Companies Act, 2013 is not applicable

**PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION,  
FOREIGN EXCHANGE EARNING AND OUT GO:**

**1.ENERGY CONSERVATION MEASURE TAKEN:**

- Power factor maintained to 0.99 by adding 25 KVARx4 sets against new connected active load to get power factor rebate from MGCVL.
- Wherever need variable frequency drive installed for motor and in process to install remains where ON/OFF frequency is more.
- 250 watts HPMV lamp replacing with 60 watts LEDs.
- DC motors up gradation with AC motors .

**2) TECHNOLOGY ABSORPTION:-****A) R &D was specially carried out in designing & developed in products:-**

- New colours developed in **Tuff** for export market. Like calorina blue, ash grey, light grey etc.
- In **Jewel range** new design Figo developed.
- In **Printed Flooring Range** – Various colour development in various designs.
- New Product: -
  - Bus flooring developed as per CE norms.
  - Starlite developed with various colour range.
  - Orbit – 3.0 mm developed.

**B) Future Plans**

- To develop more products for local, export market as well as industry.

**3) FOREIGN EXCHANGE EARNING AND OUTGO:**

(Rs. in Lacs)

Sr. No.	Particulars	Current year ended on 31.03.2015	Current year ended on 31.03.2014
1	Fob Value of Export	Nil	Nil
2	Foreign exchange outgo		
	Import of Raw material	1,560.31	959.16
	Stores & Spares	24.66	16.66
3	Foreign Travels	3.33	1.46

**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31st March, 2015**  
**[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies**  
**(Management and Administration) Rules, 2014**

**FORM NO. MGT-9**

**I REGISTRATION AND OTHER DETAILS:**

- i) CIN: **L24110MH1983PLC031395**
- ii) Registration Date: **21<sup>st</sup> November, 1983**
- iii) Name of the Company: **Royal Cushion Vinyl Products Limited**
- iv) Category/ Sub-Category of the Company: **Public Company**
- v) Address of the Registered Office and contact details:  
60CD, SHLOK, Government Ind. Estate  
Charkop, Kandivali (W), Mumbai- 400 067.  
Website:- [www.rcvp.in](http://www.rcvp.in)  
E-mail: [legalho83@gmail.com](mailto:legalho83@gmail.com)
- vi) Whether listed company: **Yes, listed on BSE**
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:

**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 (East), Mumbai 400 093  
Tel: 28366620/ 28257641/62920  
Fax : 28211996

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	PVC Laminated Sheets	39209929	92%

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-**

The company has no subsidiaries/joint venture/associate company incorporated as cease in the year 2014-15.

**IV SHAREHOLDING PATTERN (Equity Share Capital; Breakup as percentage of Total Equity)****i) Category- wise Share Holding**

Category code	Category of Shareholder	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of total Share	Demat	Physical	Total	% of total Share	
<b>(A)</b>	<b>Promoters</b>									
<b>1</b>	<b>Indian</b>									
(a)	Individuals/ Hindu Undivided Family	393678	2300	<b>395978</b>	3.28	393678	2300	<b>395978</b>	3.28	0.00
(b)	Central Govt(s)	0	0	<b>0</b>	0.00	0	0	<b>0</b>	0.00	0.00
(c)	State Govt(s)	0	0	<b>0</b>	0.00	0	0	<b>0</b>	0.00	0.00
(d)	Bodies Corporate	3271857	872393	<b>4144250</b>	34.34	3271857	872393	<b>4144250</b>	34.34	0.00
(e)	Banks / FI	0	0	<b>0</b>	0.00	0	0	<b>0</b>	0.00	0.00
(f)	Any Others(Specify)									
	(e-i)									
	(e-ii)									
	<b>Sub Total(A)(1)</b>	<b>3665535</b>	<b>874693</b>	<b>4540228</b>	<b>37.62</b>	<b>3665535</b>	<b>874693</b>	<b>4540228</b>	<b>37.62</b>	<b>0.00</b>
<b>2</b>	<b>Foreign</b>									
a	NRIs - Individuals			<b>0</b>	0.00			<b>0</b>	0.00	0.00
b	Other Individuals			<b>0</b>	0.00			<b>0</b>	0.00	0.00
c	Bodies Corporate	0	2880000	<b>2880000</b>	23.87	0.00	2880000	<b>2880000</b>	23.87	0.00
d	Banks / FI			<b>0</b>	0.00			<b>0</b>	0.00	0.00
e	Any Others(Specify)									
e-i										
e-ii										
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>2880000</b>	<b>2880000</b>	<b>23.87</b>	<b>0</b>	<b>2880000</b>	<b>2880000</b>	<b>23.87</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter</b>									
	<b>(A)= (A)(1)+(A)(2)</b>	<b>3665535</b>	<b>3754693</b>	<b>7420228</b>	<b>61.49</b>	<b>3665535</b>	<b>3754693</b>	<b>7420228</b>	<b>61.49</b>	<b>0.00</b>



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Category code	Category of Shareholder	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of total Share	Demat	Physical	Total	% of total Share	
<b>(B)</b>	<b>Public shareholding</b>									
<b>1</b>	<b>Institutions</b>									
(a)	Mutual Funds	0	5300	<b>5300</b>	0.04	0	5300	<b>5300</b>	0.04	0.00
(b)	Banks / FI	1271289	1530	<b>1272819</b>	10.55	1271289	1530	<b>1272819</b>	10.55	0.00
(c)	Central Govt(s)	-	-	<b>0</b>	0.00	-	0	<b>0</b>	0.00	0.00
(d)	State Govt(s)	-	-	<b>0</b>	0.00	-	0	<b>0</b>	0.00	0.00
(e)	Venture Capital Funds	-	-	<b>0</b>	0.00	-	0	<b>0</b>	0.00	0.00
(f)	Insurance Companies	-	-	<b>0</b>	0.00	-	0	<b>0</b>	0.00	0.00
(g)	FIs	0	0	<b>0</b>	0.00	-	0	<b>0</b>	0.00	0.00
(h)	Foreign Venture Capital Funds	-	-	<b>0</b>	0.00	-	-	<b>0</b>	0.00	0.00
(i)	Any Other (specify)									
	(i-ii)									
	(i-ii)									
	<b>Sub-Total (B)(1)</b>	<b>1271289</b>	<b>6830</b>	<b>1278119</b>	<b>10.59</b>	<b>1271289</b>	<b>6830</b>	<b>1278119</b>	<b>10.59</b>	<b>0.00</b>
<b>B 2</b>	<b>Non-institutions</b>									
<b>(a)</b>	<b>Bodies Corporate</b>									
(i)	Indian	483238	19420	<b>502658</b>	4.17	590782	19420	<b>610202</b>	5.06	0.8
(ii)	Overseas	-	-	<b>0</b>	0.00	-	-	<b>0</b>	0.00	0.00
<b>(b)</b>	<b>Individuals</b>									
(i)	Individual shareholders holding nominal share capital up to Rs 1 lakh	1073426	323505	<b>1396931</b>	11.58	1013312	320355	<b>1333667</b>	11.05	(0.52)
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	1420915	0	<b>1420915</b>	11.78	1359576	0	<b>1359576</b>	11.27	(0.51)
<b>(c)</b>	<b>Others (specify)</b>									
(i)	Clearing Members	1911	0	<b>1911</b>	0.02	19120	0	<b>19120</b>	0.16	0.14
(ii)	Trusts	-	-	<b>0</b>	0.00	-	-	<b>0</b>	0.00	0.00
(iii)	NRI / OCBs	1600	44850	<b>46450</b>	0.38	1450	44850	<b>46300</b>	0.38	0.00
(iv)	Foreign Nationals	-	-	<b>0</b>	0.00	-	-	<b>0</b>	0.00	0.00
(v)	Foreign Corporate Body	-	-	<b>0</b>	0.00	-	-	<b>0</b>	0.00	0.00
	<b>Sub-Total (B)(2)</b>	<b>2981090</b>	<b>387775</b>	<b>3368865</b>	<b>27.92</b>	<b>2984240</b>	<b>384625</b>	<b>3368865</b>	<b>27.92</b>	<b>0.00</b>

## Annual Report 2014-2015

Category code	Category of Shareholder	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of total Share	Demat	Physical	Total	% of total Share	
(B)	Total									
	Public Shareholding									
	(B)= (B)(1)+(B)(2)	4252379	394605	4646984	38.51	4255529	391455	4646984	38.51	0.00
	TOTAL (A)+(B)	7917914	4149298	12067212	100.00	7921064	4146148	12067212	100.00	0.00
(C)	Shares held by Custodians for GDRs & ADRs								0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	7917914	4149298	12067212	100.00	7921064	4146148	12067212	100.00	0.00

### ii) Share holding of Promoters

Sr. No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of Total shares of the Company	% of Share Pledged/encumbered to total shares	No. of Shares	% of Total shares of the Company	% of Share Pledged/encumbered to total shares	
1	ARVIND VADILAL MOTASHA	16903	0.14	0.00	16903	0.14	0.00	0.00
2	DEEPAK MOTASHA	26701	0.22	0.00	26701	0.22	0.00	0.00
3	JAYESH A MOTASHA	26800	0.22	0.00	26800	0.22	0.00	0.00
4	MAHESH KANTILAL SHAH	39150	0.32	0.00	39150	0.32	0.00	0.00
5	MUKESH AMRUTLAL MOTASHA	25701	0.21	0.00	25701	0.21	0.00	0.00
6	VINOD KANTILAL SHAH	41400	0.34	0.00	41400	0.34	0.00	0.00

### (iii) Change in Promoter's Shareholding (please specify, if there is no change)

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	No Change during the year			
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc)	No Change during the year			
	At the End of the year	No Change during the year			

## Annual Report 2014-2015

### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Lapada (Mauritius) Limited	2880000	23.87	2880000	23.87
2	*Bhaktavatsala Tra & Consulting Services LLP	890360	7.38	890360	7.38
3	*Trilokatma Trad & Consulting Services LLP	890360	7.38	890360	7.38
4	*Sahishnu Trading & Consulting Services LLP	639490	5.30	639490	5.30
5	*Shreedaha Trading & Consulting Services LLP	640050	5.30	640050	5.30
6	*Sughosh Trading & Consulting Services LLP	639460	5.30	639460	5.30
7	Sicom Ltd	557100	4.62	557100	4.62
8	*Lokswami Trading Consulting Services LLP	345300	2.86	345300	2.86
9	IDBI Bank Ltd	296089	2.45	296089	2.45
10	Ketan Babulal Shah	294316	2.44	294316	2.44

\* The Company has been converted into LLP during the financial year 2014-15.

### (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	For Each of the Directors and KMP	Category	Shareholding at the beginning of the year		Shareholding at the end of the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	<b>Mr. Mahesh Shah</b>	Managing Director				
	At the beginning of the year	-	39150	0.32	39150	0.32
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc)	-	-	-	-	-
	At the End of the year	-	39150	0.32	39150	0.32
2	<b>Mr. Vinod Shah</b>	Whole Time Director				
	At the beginning of the year	-	41400	0.34	41400	0.34
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc)	-	-	-	-	-
	At the End of the year	-	41400	0.34	41400	0.34

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	For Each of the Directors and KMP	Category	Shareholding at the beginning of the year		Shareholding at the end of the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>3</b>	<b>Mr. Jayesh Motasha</b>	Director				
	At the beginning of the year	-	26800	0.22	26800	0.22
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc)		-	-	-	-
	At the End of the year	-	26800	0.22	26800	0.22
<b>4</b>	<b>Mr. Mukesh Motasha</b>	Director				
	At the beginning of the year	-	25701	0.21	25701	0.21
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc)		-	-	-	-
	At the End of the year	-	25701	0.21	25701	0.21
<b>5</b>	<b>Mr. Arvind Motasha</b>	Director				
	At the beginning of the year	-	16903	0.14	16903	0.14
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc)	-	-	-	-	-
	At the End of the year	-	16903	0.14	16903	0.14
<b>6</b>	<b>Mr. Deepak Motasha</b>	Director				
	At the beginning of the year	-	26701	0.22	26701	0.22
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc)	-	-	--	-	-
	At the End of the year	-	26701	0.22	26701	0.22

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### V INDEBTEDNESS

#### Indebtedness of the Company including interest outstanding/accrued but bit due for payment

(Rs. In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	7877.99	9525.86	—	17403.85
ii) Interest due but not paid	18108.88	1992.71	—	20101.59
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	25986.87	11518.58	—	37505.44
Change in Indebtedness during the financial year-				
Addition-				
Reduction	—	(561.15)	—	(561.15)
Net Change	25986.87	10957.43	—	36944.29
Indebtedness at the end of the financial year				
i) Principal Amount	7877.99	8964.72	—	16842.71
ii) Interest due but not paid	18108.88	1992.71	—	20101.59
iii) Interest accrued but not due	—	—	—	—
Total ( i+ ii+ iii)	25986.87	10957.43	—	36944.30

### VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. In Lacs)

Particulars of Remuneration	Mr. Mahesh Shah Managing Director	Total Amount
Gross Salary		
(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	450000	450000
(b) Value of perquisites u/s. 17 (2) Income-tax Act, 1961	234651	234651
(c) Profits in lieu of Salary under section 17 (3) Income – tax Act, 1961	-	-
Stock Option	-	-
Sweat Equity	-	-
Commission- as % of profit- Others, specify	-	-
Others, please specify	-	-
Total (A)	684651	684651
Ceiling as per the Act	As per Schedule V of Companies Act, 2013	

## Annual Report 2014-2015

### B. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Particulars of Remuneration	Mr. Vinod Shah Whole Time Director	Total Amount
Gross Salary		
(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	444000	444000
(b) Value of perquisites u/s. 17 (2) Income-tax Act, 1961	190301	190301
(c) Profits in lieu of Salary under section 17 (3) Income – tax Act, 1961	-	-
Stock Option	-	-
Sweat Equity	-	-
Commission- as % of profit- Others, specify	-	-
Others, please specify	-	-
Total (A)	634301	634301
Ceiling as per the Act	As per Schedule V of Companies Act, 2013	

### C. Remuneration to other directors:

Particulars of Remuneration	Name of Directors				Total Amount
*Independent Directors	-	-	-	-	-
Fee for attending board committee meetings	-	-	-	-	-
Commission	-	-	-	-	-
Others, please specify	-	-	-	-	-
Total (1)	-	-	-	-	-
**Other Non- Executive Directors	# Mr. Jayesh A. Motasha	Mr. Mukesh A. Motasha	Mr. Deepak A. Motasha	Mr. Arvind V. Motasha	-
Fee for attending board committee meetings	-	-	-	-	-
Commission	-	-	-	-	-
Others, please specify	-	-	-	-	-
Total (2)	-	-	-	-	-
Total (B) = (1+2)	-	-	-	-	-
Total Managerial Remuneration	-	-	-	-	-
Overall Ceiling as per the Act	-	-	-	-	-

\*As the Company is under BIFR (Sick Company), the management was unable to attract and the induct Professional and Independent Directors to meet the requirements of Clause 49 of the Listing agreement.

\*\* As the Company is under BIFR (Sick Company), the management was unable to pay sitting fees to Non- Executive Directors.

#Mr. Jayesh A. Motasha was reappointed as Executive Director and CFO on 30-06-2015 prior to this he was a Non-Executive Director.

**D. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Particulars of Remuneration	Key Managerial Personnel		
			Total
Gross Salary	-	-	-
(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	-	-	-
(b) Value of perquisites u/s. 17 (2) Income-tax Act, 1961	-	-	-
(c) Profits in lieu of Salary under section 17 (3) Income – tax Act, 1961	-	-	-
Stock Option	-	-	-
Sweat Equity	-	-	-
Commission- as % of profit- Others, specify..	-	-	-
Others, please specify	-	-	-
Total	-	-	-

**VII PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any ( give details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>A. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Form No. MR-3

"ANNEXURE-D"

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]*

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2015

The Members,

**ROYAL CUSHION VINYL PRODUCTS LTD**

**CIN NO: L24110MH1983PLC031395**

Add: 60 CD "Shlok" Government Ind. Estate

Charkop, Kandivli (West), Mumbai-400067

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ROYAL CUSHION VINYL PRODUCTS LTD.** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **ROYAL CUSHION VINYL PRODUCTS LTD.** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **ROYAL CUSHION VINYL PRODUCTS LTD.** for the financial year ended on 31<sup>st</sup> March 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi) **The following are the other laws applicable to the Company:**
- 1. Factories Act, 1948
  - 2. Industrial Disputes Act, 1947
  - 3. The Payment of Wages Act, 1936
  - 4. The Minimum Wages Act, 1948
  - 5. Employee's State Insurance Act, 1948
  - 6. The Employee's Provident Funds and Miscellaneous Provisions Act, 1952
  - 7. The Payment of Bonus Act, 1965
  - 8. The Payment of Gratuity Act, 1972
  - 9. Key National law i.e
    - ◇ Water (Prevention and Control of Pollution) Act, 1974;
    - ◇ Water (Prevention and Control of Pollution) Cess Act, 1977;
    - ◇ Air (Prevention and Control of Pollution) Act, 1981;
    - ◇ Environment (Protection) Act, 1986;

**I have also examined compliance with the applicable clauses of the following:**

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

*It is observed that as per Section 203 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, necessitated that every listed company has to mandatorily have a Company Secretary in whole time employment but company has not complied till date but Company is in process of appointing a Company Secretary.*

*It is observed that as per section 149 (1) of the Companies Act, 2013 & as per clause 49 of listing agreement, necessitated that every listed company shall appoint at least one woman director within 1 year from the commencement of Companies Act ,2013 and company is in process of appointing a women director.*

*\*\*It is observed that as per section 149 (5) of the Companies Act, 2013, & as per clause 49 of listing agreement, necessitated that every listed company has to mandatorily have appoint on board independent director but company has not complied till date .*

*\*\* As the Company is under BIFR (Sick Company), the management was unable to attract and the induct Professional and Independent Directors to meet the requirements of Clause 49 of the Listing agreement. This fact has been reported to the Bombay Stock Exchange from time to time.*

*It is observed that as per the management representation letter given by the company that they have already submitted delisting application to Ahmedabad stock exchange and Vadodara stock exchange in the year 2006 & the same matter is pending with both the exchanges.*

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and *but not appointed any Independent Directors*. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines

For GMS & CO.,  
Company Secretary in practice

Sd/-  
Gaurang Manubhai Shah  
Proprietor  
ACS No. 32581  
C.P. No. 11953.

Place : Mumbai  
Date : 30/05/2015

This report is to be read with our letter of even date which is annexed as **Annexure a** and forms an integral part of this report.

## Annexure a

To,  
The Members,  
**ROYAL CUSHION VINYL PRODUCTS LTD**  
**CIN NO: L24110MH1983PLC031395**  
Add: 60 CD "Shlok" Government Ind. Estate, Charkop, Kandivli (West), Mumbai-400067

My Report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to be express on option on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examinations were limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For GMS & CO.,  
Company Secretary in practice

Sd/-  
Gaurang Manubhai Shah  
Proprietor  
ACS No. 32581  
C.P. No. 11953.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENT:

The Company is primarily engaged in manufacturing of PVC products which are widely used for household, offices, shops, health club, Automobiles etc. The Company has developed new product for transport and domestic application.

### OPPORTUNITIES AND THREATS:

The Company is amongst the market leaders in PVC vinyl flooring segment. Recently, with introduction of new products and improved manufacturing processes, the performance of the Company will improve in the following years.

### SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

The Company engaged only in manufacture of PVC products and therefore, there are no separate segments.

### OUTLOOK:

With the introduction of high value added products for bus segment and household, the Company is optimistic about the growth in the coming years.

### RISKS & CONCERNS:

The main cause of concern is cheaper imports of finished products. The Company is focusing on shifting the product mix towards the high end product for better realization.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

There are documented and well established operating procedures in the company. The finance function of the company is also adequately staffed with qualified and experienced personnel.

### MATERIAL DEVELOPMENTS IN HUMAN RESOURCE/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The company places special emphasis on the human resources function in the organization and building strong relationship and establishing its brand in the market to attract and retain best talent. This has helped the company to great extent to build a culture adhered people, whose performances are awarded and where employees can realize his or her potentials. The total number of employees as on 31st March, 2015 stood at 143.

### CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be considered to be forward looking statements and actual results could differ materially from those expressed or implied. Important factors which could make a significant difference to the company's operations include downtrend in the Automobile sector, demand supply conditions, market prices, input components costs and availability, changes in government regulations and tax laws besides other factors such as litigation over which the company may not have any control.

## AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of  
Royal Cushion Vinyl Products Limited  
Mumbai

We have examined the compliance of conditions of Corporate Governance by **ROYAL CUSHION VINYL PRODUCTS LIMITED** ("the Company") for the year ended 31<sup>st</sup> March, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges of India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement, except that the Company has not appointed any independent directors in the Board of Directors as also in the Audit Committee. The company has not appointed women Director also as specified in Clause 49 of the Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Chandrakant & Sevantilal & J. K. Shah & Co.,  
Chartered Accountants  
Firm Registration No. : 101676 W

Sd/-  
(H.B.SHAH)  
Partner

Membership No. 16642

Place: Vadodara  
Date: 14.08.2015

**REPORT ON CORPORATE GOVERNANCE**  
(As required under Clause 49 of the Listing Agreement of the Stock Exchange)

The Corporate Governance Report for the year under review from  
1st April, 2014 to 31st March, 2015

**Corporate Governance**

Corporate Governance is the application of best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of enhancing shareholder value and discharge of social responsibility. The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees etc.

**1 Brief statement on Company's philosophy on code of Corporate Governance**

The Company will endeavor to continuously earn trust and respect of the Members, lenders and other stakeholders, over a sustained period of time and will be providing adequate information to the shareholders, effective control and management of Organization with commitment for its growth

**2. Board of Directors**

As on 01st April, 2015 the Board comprises four Executive Directors and three Non-Executive Directors. During the year 2014-2015 the Board met 5 times on the following dates, namely 30th May, 2014, 10th June, 2014, 11th August, 2014, 12th November, 2014 and 10th February, 2015.

The attendance of each Director at the Board Meeting & the last AGM etc was as follows:

Sr. No.	Name of the Director	Category of Director	No. of Board Meeting attended	Attended Last AGM	Other Directorships #	Sitting Fees	Committee Membership##	Committee Chairmanships##	Inter - Se Relationship
1.	Mr.Mahesh K.Shah	Executive Director Promoter	5	No	—	Nil	Nil	Nil	Brother of Mr. Vinod K. Shah
2.	Mr.Vinod K.Shah	Executive Director Promoter	5	Yes	—	Nil	Nil	Nil	Brother of Mr. Mahesh K. Shah
3.	Mr.Arvind V. Motasha	Non-Executive Director Promoter	3	Yes	—	Nil	Nil	Nil	—
4.	Mr. Deepak A. Motasha	Non -Executive Director Promoter	3	Yes	—	Nil	Nil	Nil	Brother of Mr. Jayesh & Mukesh A. Motasha
5.	Mr. Mukesh A. Motasha	Non-Executive Director Promoter	5	Yes	—	Nil	Nil	Nil	Brother of Mr. Jayesh & Deepak A. Motasha
6.	*Mr. Jayesh A. Motasha	Executive Director Promoter & CFO	5	Yes	—	Nil	Nil	Nil	Brother of Mr. Deepak & Mukesh A. Motasha
7.	**Ms. Kavita Bachwani	Executive Director Promoter	—	—	—	—	—	—	—

(\* He was Re-designated from Non-Executive Director to Executive Director and appointed him as Executive Director and Chief Financial Officer (CFO) with effect from 30/06/2015)

(\*\*Appointed as Additional Director with effect from 30/06/2015)

# Does not include private companies foreign companies and companies established under section 8 of the companies Act, 2013 .

## Represents Audit committee & Stakeholders Relationship committee in public companies, excluding that of Royal Cushion Vinyl Products Limited.

As the Company is under BIFR (Sick Company), the management was unable to attract and the induct Professional and Independent Directors to meet the requirements of Clause 49 of the Listing agreement.

This fact has been reported to the Bombay Stock Exchange from time to time.

### 3 Audit Committee

The Audit Committee comprises 3 Non-Executive Directors of the Committee. During the year 2014-2015, the Audit Committee held 5 meetings 30th May, 2014 (Meeting was adjourned due to Quorum), 10th June, 2014, 11th August, 2014, 12th November, 2014 and 10th February, 2015. The role reference of the Audit Committee are stipulated under clause 49 of the Listing Agreement and Section 179 of Companies Act, includes overseeing financial reporting process reviewing with the management & financial statement.

The Composition and other particulars of the attendance of the members of the committee held during the year are as under:

Sr. No.	Name of the Member	Meeting Attended
1	Mr. Deepak A. Motasha– Chairman	4
2	Mr. Mukesh A. Motasha – Member	5
3	*Mr. Jayesh A. Motasha – Member	5
4	** Mr. Arvind V .Motasha - Member	-

\* Mr. Jayesh A. Motasha was reappointed as Executive Director & CFO on 30-06-2015 and committee was reconstituted.

\*\* Mr. Arvind V. Motasha was appointed on 30-06-2015 in place of Mr. Jayesh A. Motasha.

### 4. Stakeholder Relationship Committee

As per the guidelines set out in the Listing Agreements with the Stock Exchanges the Board has constituted Shareholders/Investor Grievances and Share Transfer Committee comprising three Non- Executive Directors. Further to be in compliance with Section 178 of Companies Act, 2013 the Committee has been renamed to Stakeholder Relationship Committee in the Board of Directors Meeting held on 10th February, 2015.

The Stakeholder Relationship Committee consist of 3 Non-Executive Directors namely Mr. Mukesh A. Motasha, Mr. Jayesh A. Motasha and Mr. Deepak A. Motasha.

The terms of reference of the committee includes inter-alia, approves share transfer, issue of duplicate certificates and oversees and reviews all matters relating to transfer of securities of the Company. The Committee also look into redressal of shareholders/investors complaints in regard to transfer of shares, non-receipt of Annual Report, dividend etc.

The Committee oversees the performance of the Registrars and Share Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services. The Committee also monitors the implementation and compliance of the Company's Code of pratices and procedures for fair disclosure unpublished price sensitive information pursuance to regulation of SEBI (Prohibition of Insider

## Annual Report 2014-2015

Trading) regulation 2015 alongwith regulation 1992.

The composition of the Stakeholder Relationship Committee is as follows:

- a) **Composition:** The Committee comprises 3 Non-Executive Directors of the Company. During the year it held 4 meetings 30th June, 2014, 30th September, 2014, 30th December, 2014 and 31 March, 2015.

Sr. No.	Name of the Member	Meeting Attended
1	Mr. Deepak A. Motasha– Chairman	4
2	Mr. Mukesh A. Motasha – Member	5
3	*Mr. Jayesh A. Motasha – Member	5
4	** Mr. Arvind V .Motasha - Member	-

\* Mr. Jayesh A. Motasha was reappointed as Executive Director & CFO on 30-06-2015 and committee was reconstituted.

\*\* Mr. Arvind V. Motasha was appointed on 30-06-2015 in place of Mr. Jayesh A. Motasha.

The total number of complaints received, and replied to the satisfaction of the shareholders, during the year ended 31st March, 2015 was NIL. Outstanding complaints as on 31st March, 2015 were Nil.

The Company has acted upon all valid share transfer requests received during the year 2014 - 2015. No request for transfer and dematerialisation were pending as on 31st March, 2015.

The functions and powers of the Stakeholder Relationship Committee include review and redressal of complaints received from Shareholders relating to transfers, non receipt of balance sheet, etc.

Number of shareholders complaints received during the year	NIL
Number of Complaints solved to the satisfaction of shareholders during the year	NIL
Number of pending Complaint as on 31.03.2015	NIL
Number of Share Transfer pending for approval as at 31.03.2015	NIL

### 5. Nomination and Remuneration Committee

The Nomination & Remuneration Committee consist of 3 Non-Executive Directors namely Mr. Mukesh A. Motasha, Mr. Arvind V. Motasha and Mr. Deepak A. Motasha. Broad terms of reference of Nomination & Remuneration committee included recommendation to the Board for salary/ perquisites payable to the Managing Director / Whole time Directors/ Executive Directors/ Key Managerial Personnel and other top level management.

Further the Committee has been renamed to Nomination and Remuneration Committee in the Board of Directors Meeting held on 10th February, 2015 to be in compliance with Section 178 of Companies Act, 2013.

Composition: The Committee comprises 3 Non-Executive Directors of the Company. During the year it held 1 meeting i.e. 10th February, 2015.

Sr. No.	Name of the Member	Meeting Attended
1	Mr. Arvind V. Motasha– Chairman	1
2	Mr. Deepak A. Motasha – Member	1
3	*Mr. Jayesh A. Motasha – Member	1
4	** Mr. Mukesh A .Motasha - Member	-

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\* Mr. Jayesh A. Motasha was reappointed as Executive Director & CFO on 30-06-2015 and committee was reconstituted.

\*\* Mr. Mukesh A. Motasha was appointed on 30-06-2015 in place of Mr. Jayesh A. Motasha.

Details of Remuneration paid for the year 2014-2015 are as under:

Sr. No.	Name	Salary	Perquisites
1	Mr. Mahesh K. Shah	4.50	2.35
2	Mr. Vinod K. Shah	4.44	1.90

The above Directors are entitled to get the remuneration of Rs. 15.00 Lakhs p.a. (Mr. Mahesh Shah) and Rs. 9.00 Lakhs p.a. (Mr. Vinod Shah) respectively. As the Company is passing through Liquidity Crunch including paucity & shortage of working capital facilities and therefore the above Directors has drawn only minimum salary of Rs. 6.85 Lakhs p.a. and Rs. 6.34 Lakhs p.a. respectively and Balance Salary and perquisites have been forfeited.

Notice period for termination of appointment of Managing/ Executive Directors is three months on either side. Presently the Company does not have a scheme for grant of stock options either to the Executive Directors or employees.

The Nomination & Remuneration policy is available on website i.e. [www.rcvp.in](http://www.rcvp.in)

No sitting fees is paid to any of the Directors for attending Board Meetings/ Audit Committee / Stakeholder Relationship Committee and Nomination and Remuneration Committee as our Company is under BIFR (Sick).

### 6. RISK MANAGEMENT POLICY

The Board of Directors has adopted the Risk Management policy for minimisation of various risks to be dealt by the company.

### 7. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct for all Board Members and senior Management of the Company. The Board Members and senior Management personnel have affirmed their compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the CFO has been obtained. The same has been posted on the website : [www.rcvp.in](http://www.rcvp.in).

### 8. DISCLOSURES

#### a) General Body Meetings

The details of the last Three Annual General Meetings of the Company were held as under:

Year	2011-2012	2012-2013	2013-2014
Date	28.09.2012	30.09.2013	30.09.2014
Time	11.30 a.m.	3.30 p.m.	3.00 p.m.
Venue	Company's Registered Office at 60 CD, Shlok, Govt. Ind. Estate, Charkop, Kandivli (W), Mumbai 400 067.	Company's Registered Office at 60 CD, Shlok, Govt. Ind. Estate, Charkop, Kandivli (W), Mumbai 400 067.	Company's Registered Office at 60 CD, Shlok, Govt. Ind. Estate, Charkop, Kandivli (W), Mumbai 400 067.

Mr. Mahesh Shah, Managing Director is Compliance Officer.

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The following are the special resolutions passed at the Annual General Meeting held in the last three years.

AGM held on	Special Resolution passed	Summary
28/09/2012	No	---
30/09/2013	No	---
30/09/2014	Yes	a) Re-appointment of Mr. Mahesh Shah as Managing Director. b) Re- appointment of Mr. Vinod Shah as Whole Time Director. c) Approval of borrowing money upto Rs. 150 crores. d) Approval of creation of charge/ security over the assets of the Company in respect of borrowings. e) Approval to enter into a contract with related party. f) Approval to invest/ acquire the securities upto Rs. 5 crores.

There were no resolutions passed through postal Ballot.

### b) Related Party Transactions:

The Company has not entered into any material significant transactions with its promoters, Directors or the management or relatives etc. that may have potential conflict with the interest of the Company at large during the year.

Attention of members is drawn to the disclosures of transactions with the related parties set out in Notes on Accounts – Note No. 38, forming part of Annual Report.

All the related party transactions in the ordinary course of business are placed periodically before the Audit Committee and they are negotiated on arm's length basis and are only intended to further the interest of the Company

The Policy on Materiality of Related Party Transaction is available on our website: [www.rcvp.in](http://www.rcvp.in)

### c) Listing Agreement:

The Company has complied with all requirements of the Listing Agreement entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed either by SEBI or the Stock Exchanges or any statutory body/authority for non-compliance of any matter related to the capital markets **no penalties/strictures have been imposed against the Company by Stock Exchange or SEBI or any statutory authority during the last three years.**

### d) Whistle Blower Policy:

On 10th February, 2015 the Board has approved and adopted Whistle Blower Policy in compliance with Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement. The Company had established a mechanism for Directors and Employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our Code of Conduct or Ethics policy. It provides for safeguards against the victimisation of Directors and employees who avail of the mechanism, and allows direct access to the chairperson of the Audit Committee in exceptional cases. We further affirm that no director or employee has been denied access to the audit committee during the year 2014- 2015. The Whistleblower Policy is available on our website: [www.rcvp.in](http://www.rcvp.in)

### e) Disclosures on Risk Management:

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimisation procedures and the same is reviewed by the Board periodically.



**OTHER DISCLOSURES:**

- i. Material significant related party transactions which may have potential conflict with the interests of the Company at large: -(NO)
- ii. Material financial and commercial transactions of senior management, where they may have had personal interest, and which had potential conflict with the interests of the Company at large: -(NO)

**9) MEANS OF COMMUNICATION**

The quarterly Unaudited and Audited yearly results were published in Financial Express (English) & Mahanayak (Marathi) newspapers.

The Management Discussion and Analysis Report has been covered in Director's Report.

**10. GENERAL SHAREHOLDER INFORMATION**

<b>A.</b>	<b>Annual General Meeting</b>	
	Date and Time	30th September, 2015 at 11.00 a.m.
	Venue	At Conference Room of 60 CD Shlok Government Industrial Estate, Charkop, Kandivli (West), Mumbai 400 067
<b>B.</b>	<b>Financial Calendar</b>	April 01, 2015 to March 31, 2016
	Financial Reporting for 1st Quarter ending 30th June, 2014	On or before August 14, 2015
	Financial Reporting for 2nd Quarter ending 30th Sept, 2014	On or before November 14, 2015
	Financial Reporting for 3rd Quarter ending 31st Dec, 2014	On or before the February 14, 2016
	Audited Results for the year ending March, 2015	On or before May 30, 2016
<b>C.</b>	<b>Date of Book closure</b>	Beginning Thursday, 24th September, 2015 to Wednesday 30th September, 2015 (both days inclusive)
<b>D.</b>	<b>Dividend payment date</b>	Not applicable
<b>E.</b>	<b>Listing on Stock Exchanges</b>	<b>Bombay Stock Exchange Ltd.</b>
<b>F.</b>	<b>Stock Code</b>	Bombay Stock Exchange Ltd., Mumbai Scrip Code: 526193 Demat ISIN No. CDSL & NSDL: INE618A01011
<b>G.</b>	Market price data (High, Low Market price on Bombay Stock Exchange during each month of the financial year	

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Month	Price		Month
	High (Rs.)	Low(Rs.)	Total no. of Shares Traded
April' 2014	2.96	2.60	2,689
May' 2014	5.26	2.71	4,380
June' 2014	4.85	3.96	4,271
July' 2014	4.11	3.85	3,460
August' 2014	4.03	3.46	2,501
September' 2014	5.30	3.99	9,903
October' 2014	10.69	5.56	39,112
November' 2014	9.18	6.70	53,379
December' 2014	8.35	6.71	54,719
January' 2015	9.00	7.43	1,09,026
February' 2015	7.20	5.41	12,383
March' 2015	6.08	4.65	98,337

<b>H.</b>	<b>Address for correspondence</b>
<b>a)</b>	<b>Registrar and Share Transfer Agent</b>
	M/s. Universal Capital Securities Private Limited (Formerly Known as M/s Mondkar Computers Private Limited) 21, Shakil Niwas, Mahakali Caves Road, Andheri (East) Mumbai 400 093. Tel No. 022- 28366620/ 28257641/28262920
<b>b)</b>	<b>Company's Share Department and Compliance Officer for Investor Grievance Redressal</b>
	Mr. Mahesh Shah, Managing Director and Compliance Officer, will be available at the following Registered Office address: Royal Cushion Vinyl Products Limited. 60 CD "SHLOK" Government Ind. Estate, Charkop, Kandivli (West), Mumbai 400 067 Tel No. 022- 32655828 / 28603516, Fax No. 022- 28603565 Email: legalho83@gmail.com
<b>I.</b>	<b>Share Transfer System</b>
	M/s. Universal Capital Securities Private Limited (Formerly Known as M/s Mondkar Computers Private Limited) has been the Registrar & Transfer Agents of the Company. The share transfers which are received in physical form are processed in the cycle of 15 days and the share certificates are returned within 30 days from the date of receipt, subject to the documents being valid and complete in all respect. The power to Share Transfer has been delegated to Registrar and Transfer Agents. Demat requests are processed and completed within an average period of 15 days from the date of receipt provided they are in order.

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J. Distribution of shareholding as on 31st March, 2015				
Range No. of equity shares	No. of Shareholder	%	No. of Shareholder	%
Upto 500	2773	83.298	5,10,469	4.230
501 – 1000	252	7.570	2,01,025	1.666
1001 – 2000	113	3.394	1,70,637	1.414
2001 – 3000	43	1.292	105605	0.875
3001 – 4000	24	0.721	84,747	0.702
4001 – 5000	26	0.781	1,22,873	1.018
5001 – 10000	32	0.961	2,24,813	1.863
10001 and above	66	1.983	106,47,043	88.231
<b>Total</b>	<b>3329</b>	<b>100.00</b>	<b>120,67,212</b>	<b>100.00</b>

  

K. Shareholding Pattern as on 31st March, 2015		
Category	No. of Shares	% of Shareholding
Promoters (Including Foreign Promoters)	74,20,228	61.49
Mutual Fund & UTI	5,300	0.04
Banks, Financial Institutions, etc.	12,72,819	10.55
Private Corporate Bodies	610202	5.06
NRIs	46,300	0.38
Indian Public	27,12,363	22.48
<b>Grand Total</b>	<b>1,20,67,212</b>	<b>100.00</b>

  

L. Dematerialization of Shares and Liquidity	
	7,39,655 (6.13%) of Equity Shares of Rs. 10/- each held in CDSL and 71,81,409 (59.51%) of Equity shares held in NSDL have been dematerialized as on 31st March, 2015.

### 11. CFO Certification

As required under Clause 49 IX of the Listing Agreement with the Stock Exchanges, Managing Director (Since the Company appointed CFO on 30th June, 2015) of the Company have certified to the Board regarding the Financial Statements for the year ended 31st March, 2015.

### 12. COMPLIANCE

A Certificate has been obtained from the Statutory Auditor of the Company regarding Compliance of conditions of Corporate Governance & is attached to this report.

On Behalf of the Board of Directors  
For Royal Cushion Vinyl Products Limited

Place: Mumbai  
Date: 14th August, 2015

Sd/-  
Mahesh K.Shah  
Managing Director  
(DIN 00054351)

Sd/-  
Jayesh A. Motasha  
Director & CFO  
(DIN 00054236)

## Independent Auditors' Report

To,  
The Members,  
**ROYAL CUSHION VINYL PRODUCTS LIMITED**

### Report on Financial Statements :

1. We have audited the accompanying standalone financial statements of ROYAL CUSHION VINYL PRODUCTS LTD ("the company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements :

2. The Management and Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility :

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.
6. (a) **Basis for qualified Opinion**  
As in the past in current year also the company has not received bank statement/ bank advise / balance certificate from the financial institutions /banks. Banks entries pertaining to banks and financial institutions and transactions and not reconciled. In absence of non reconciliation & non availability of such details of information amount payable to financial institution /Banks are not ascertained /yet to be reconciled.  
(b) Under the micro , small and medium enterprises development Act, 2006 certain disclosure relating to amounts due to micro small and medium enterprises and remained unpaid principal or interest due there on, interest paid are required to be made. The company has not made such disclosure.

### Qualified Opinion

7. In our opinion and to the best of our information and according to the explanations given to us except for the effect of the matters described on the basis for qualified opinion paragraph above. the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
  - a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
  - b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
  - c) In the Case of the Case Flow Statement, of the Cash Flows For the Year ended on that date.
8. **Emphasis of Matters**  
We draw attention to the following matters in the notes to the financial statements:
  - a) The company has suffered substantial losses and due to this its entire net worth has been fully eroded. The company has incurred a net loss during the current and previous year (s) and, the company's current liabilities exceeded its current assets as at the balance sheet

## Annual Report 2014-2015

date. These conditions, along with other matters. Indicate the existence of a material uncertainty that may cast significant doubt \ about the company's ability to continue as a going concern. However since operation are continued the financial statements of the company have been prepared on a going concern basis for the reasons stated in the said note.(refer note no. 30)

- b) The company has been registered with the board for industrial and financial Reconstruction (BIFR) since sept .2002 The company's scheme for reconstruction and other related matters are pending before BIFR.

### Report on other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
10. As required by section 143(3) of the Act, we report that:
- (a) We have sought and except for matters described in the basis for qualified opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) Except for the possible effects of the matters described in the basis for qualified opinion paragraph above, in our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) Except for the possible effects of the matter described in the basis for qualified opinion paragraph , in our opinion, the balance sheet, statement of profit and loss and cash flow statement comply with the accounting standards specified under section 133 of the act, rule 7 of the companies (Account) Rules ,2013 ;
- (e) On the basis of written representations received from the directors as on 31 March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the other matters included in the Auditor's Report and to the accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statement (Refer Note 26 to the financial statements);
- (ii) The Company did not have any material foreseeable losses, in respect of long term contracts including derivative contracts.
- (iii) There is no delay in transferring the amount, required to be transferred to the Investor Education and Protection Fund.

**FOR CHANDRAKANT & SEVANTILAL & J.K. SHAH & CO.**

**Chartered Accountants**

Firm Registration No. 101676W

PLACE : VADODARA.

DATE : 30/05/2015

Sd/-

**(H.B. SHAH) PARTNER**

**MEMBERSHIP NO. 016642**

**ANNEXURE TO INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ROYAL CUSHION VINYL PRODUCTS LTD, ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015.**

(Referred to in paragraph 9 under the heading of "Report on other legal and regulatory requirements" of our report of even date)

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) Major portion of fixed assets has been physically verified during the year by the management in accordance with a programme of verification, which, in our opinion provides for physical verification of all the fixed assets at reasonable interval having regards to the size of the Company and nature of its business. No material discrepancies were noticed on such physical verification.
2. a) As explained to us, the inventories were physically verified by the management at reasonable intervals during the year.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) On the basis of our examination of Inventory records, in our opinion, the Company is maintaining proper records of Inventory. The discrepancies notices on physical verification between the physical stock and book records were not material and have been properly dealt with in the books of accounts.
3. a) The Company has granted unsecured loan to Companies covered in the Registered maintain u/s 189 of the Companies Act. 2013.
- b) In our opinion, the Companies to whom advance in the nature of loan is granted there is no stipulation for repayment thereof, and no interest is charged on the said loan granted. As per the information and explanation given to us the said loan is repayable on demand.
- c) we have been informed that the Company is taking reasonable steps to recover the principal of loan in case where overdue amount is more than Rs. 1 lakh.
4. In our opinion and according to the information and explanations given to us, there are, having regard to the fact that certain items purchased /sold are of unique and social nature and suitable alternative sources do not exist to obtain comparative quotations, there are adequate internal control procedures commensurate with the size of company and the nature of its business, for the purchases of inventories and fixed assets and for the sales of goods, and services. During the course of our audit, we have not observed any major weakness in the internal controls.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from public during the year. Accordingly the provisions of clause (v) of the companies (Auditor's Report) order 2015, are not applicable to the company.
6. According to the information and explanations given to us, in our opinion, the Company have, prima facie, made and maintained the prescribed cost records pursuant to the Companies (Cost records and audit) Rules, 2014 as amended, prescribed by the central government under sub section (1) of section 148 of the Companies Act 2013, wherever applicable. We have not, however made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- 7-a) According to the records of the Company, the Company is generally not regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service

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Tax, Duty of Custom, Duty of Excise, Valued Added Tax and Cess and other statutory dues with the appropriate authorities.

According to the information and explanations given to us, the are undisputed statutory due which have remained outstanding as at 31st March, 2015, for a period of more than six months from the day they become payable are as under.

NAME OF THE STATUTE	NATURE OF THE DUE	AMOUNT
Custom Act	Custom Duty	76,92,34,686/-

b) The disputed statutory dues that have not been deposited on account of disputed matters pending before appropriate authorities are as under.

Sr. No.	Name of the Status	Nature of the due	Amount	Period to Which the amount relate	Forum where dispute is Pending
1	The Central Excise Act	Custom Duty	21,05,053/-	Various Year	Commissioner Vadodara
2	The FERA Act	Penalty	1,00,00,000/-	2002-03	Appellate Authority FERA New Delhi

- c) according to information and explanations given to us, the amount required to be transferred to investor education and protection fund, in accordance with relevant provision of the Companies Act,1956 (1 of 1956) ad rules made there under has been transferred to such fund.
- 8) The accumulated losses of the Company as at the end of financial year are more than 50% of its net worth . The Company has incurred Cash Losses during the financial year covered by the Audit and also has incurred Cash losses during the immediately preceding financial year.
- 9) The Company has defaulted in repayment of dues to financial institution and Banks for the period exceeding 5 years The Company has been registered with the board for industrial and financial reconstructions (BIFR). The loan amount is payable after the final decision of BIFR.
- 10) In our opinion and according to information and explanations given to us the company has not given any guarantee for loans taken by others from bank or financial institutions during the year.
- 11) The company has not taken any term loan during the year.
- 12) To the best of our knowledge and belief and according to the information and explanations given to us , no material fraud on or by the company was noticed or reported during the year.

**FOR CHANDRAKANT & SEVANTILAL & J.K. SHAH & CO.**

**Chartered Accountants**

Firm Registration No. 101676W

PLACE : VADODARA.

DATE : 30/05/2015

Sd/-

**(H.B. SHAH) PARTNER**

**MEMBERSHIP NO. 016642**

## Balance Sheet as at 31st March, 2015

(Amount in ₹)

Particulars	Note No	As at	
		31.03.2015	As at 31.03.2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	120,672,120	120,672,120
Reserves and surplus	3	(4,926,422,695)	(4,805,750,575)
Share Application Money Pending Allotment	4	73,915,000	(4,625,555,212)
			<b>73,915,000</b>
<b>Non-current liabilities</b>			
Long-term borrowings	5	2,900,504,504	2,956,619,246
Long-term provisions	6	787,089,184	3,687,593,688
			<b>774,085,959</b>
<b>Current liabilities</b>			
Trade payables	7	791,406,007	507,764,794
Other current liabilities	8	831,435,474	975,919,374
Short-term provisions	9	1,928,748	1,624,770,229
			<b>1,473,016</b>
	<b>TOTAL ₹</b>	<b>580,528,342</b>	<b>784,894,297</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	10	206,706,229	372,991,001
Non-current investments	11	1,190,466	2,504,353
Long-term loans & advances	12	107,897,302	315,793,997
			<b>109,038,600</b>
<b>Current assets</b>			
Inventories	13	211,448,750	246,224,812
Trade receivables	14	39,069,701	36,275,966
Cash and cash equivalents	15	3,469,014	6,227,286
Short-term loans and advances	16	10,337,945	11,223,343
Other current assets	17	408,936	264,734,345
			<b>408,936</b>
	<b>TOTAL ₹</b>	<b>580,528,342</b>	<b>300,360,343</b>
Significant Accounting Policies & Notes on Financial Statements	1 to 43		<b>784,894,297</b>

As per our report of even date

For **CHANDRAKANT & SEVANTILAL & J. K. SHAH & CO.**

Chartered Accountants

Firm Reg. No. 101676W

for **ROYAL CUSHION VINYL PRODUCTS LTD.****MAHESH K. SHAH**

(Chairman &amp; Managing Director)

'00054351

**JAYESH A. MOTASHA**

(Director)

'00054236

**H. B. Shah**

(Partner)

Membership No. 16642

Place : VADODARA

Date : 30<sup>th</sup> May, 2015

MUMBAI

Date : 30<sup>th</sup> May, 2015



## Profit and Loss Statement for the year ended 31st March, 2015

(Amount in ₹)

Particulars	Note No.	Year ended 31.03.2015	Year ended 31.03.2014
Revenue from Operations	18	805,300,867	678,387,432
Less: Excise Duty		58,406,550	61,164,841
Revenue from Operations (Net)		746,894,317	617,222,591
Other income	19	9,595,707	817,055
Total Revenue		756,490,024	618,039,646
<b>Expenses:</b>			
Cost of Materials Consumed	20	594,149,219	571,886,833
Changes in Inventories of Finished Goods & Work-In-Progress	21	15,898,504	(46,256,136)
Employee Benefits Expense	22	59,965,248	48,543,337
Finance Costs	23	25,287,607	112,512,022
Depreciation & Amortization Expense	10	20,642,835	77,042,435
Other Expenses	24	182,523,181	175,506,806
<b>Total expenses</b>		<b>898,466,594</b>	<b>939,235,297</b>
Loss for the year		(141,976,570)	(321,195,651)
Prior Year Items (Net of Income and Expense)	25	(11,937,235)	(280,639)
Loss before Exceptional Item		(153,913,805)	(321,476,290)
Exceptional Income		-	-
<b>Loss Before Tax</b>		<b>(153,913,805)</b>	<b>(321,476,290)</b>
Tax Expenses		(1,448,510)	-
<b>Loss for the Year</b>		<b>(152,465,295)</b>	<b>(321,476,290)</b>
Earnings per Equity Share of Face Value of ₹ 10/- each Basic & Diluted		(12.63)	(26.64)
Significant Accounting Policies & Notes on Financial Statements	1 to 43		

As per our report of even date

For CHANDRAKANT &amp; SEVANTILAL &amp; J. K. SHAH &amp; CO.

Chartered Accountants

Firm Reg. No. 101676W

for ROYAL CUSHION VINYL PRODUCTS LTD.

MAHESH K. SHAH

(Chairman &amp; Managing Director)

'00054351

JAYESH A. MOTASHA

(Director)

'00054236

H. B. Shah

(Partner)

Membership No. 16642

Place : VADODARA

Date : 30<sup>th</sup> May, 2015

MUMBAI

Date : 30<sup>th</sup> May, 2015

## Annual Report 2014-2015

### CASH FLOW STATEMENT

(Amount in ₹)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit (Loss) before Tax, extra-ordinary Items & Prior Period Expenses / Income	(141,976,570)	(321,195,651)
Adjustment for :		
Depreciation	20,642,835	77,042,435
Prior Year Items (Net of Income and Expenses)	(11,937,235)	(280,639)
Finance Cost	25,287,607	112,512,022
Interest Received	(852,279)	(785,555)
(Profit)/Loss on Sale of fixed assets (net)	—	19,680
Lease Rent	(631,485)	(31,500)
Share of loss from Partnership firm	—	21,349
Provision for Doubtful Debts Written Back	(5,842,430)	—
Dividend Received	(29,900)	—
<b>Operating profit before working capital changes</b>	<b>26,637,113</b>	<b>188,497,792</b>
Adjustment for :		
Inventories	34,776,062	(50,128,218)
Trade & Other Receivables	(2,793,735)	(17,078,117)
Loans & Advances	2,026,696	(17,316,176)
Trade Payables	283,641,213	254,864,406
Other current liabilities	(144,483,900)	(36,791,901)
Provisions	13,458,957	39,560,172
<b>Cash generated from operation</b>	<b>186,625,294</b>	<b>207,742,518</b>
<b>Cash after Extraordinary items</b>	<b>71,285,837</b>	<b>75,044,659</b>
<b>Net Cash from operating activities</b>	<b>71,285,837</b>	<b>75,044,659</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(2,760,251)	(9,381,466)
Sale of fixed assets	—	24,995
Sale of investments	1,313,887	21,149
Interest Received	852,279	785,555
Lease Rent	631,485	31,500
Share of loss from Partnership firm	—	(21,349)
Income Tax/FBT	1,448,510	—
Provision for Doubtful Debts written back	5,842,430	—
Dividend Received	29,900	—
<b>Net Cash Used for Investing Activities</b>	<b>7,358,240</b>	<b>(8,539,616)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Borrowing	(56,114,742)	61,055,147
Share application money	—	(13,500,000)
Interest paid	(25,287,607)	(112,512,022)
<b>Net Cash Used from Financing Activities</b>	<b>(81,402,349)</b>	<b>(64,956,875)</b>
<b>Net Increase in cash and cash collection ( A+B+C)</b>	<b>(2,758,272)</b>	<b>1,548,168</b>
Cash & Cash Equivalents at the beginning of the year	6,227,286	4,679,118
Cash & Cash Equivalents at the end of the year	3,469,014	6,227,286

As per our report of even date  
For CHANDRAKANT & SEVANTILAL & J. K. SHAH & CO.  
Chartered Accountants  
Firm Reg. No. 101676W

for ROYAL CUSHION VINYL PRODUCTS LTD.

**MAHESH K. SHAH**  
(Chairman & Managing Director)  
'00054351

**JAYESH A. MOTASHA**  
(Director)  
'00054236

**H. B. Shah**  
(Partner)  
Membership No. 16642

Place : VADODARA  
Date : 30<sup>th</sup> May, 2015

MUMBAI  
Date : 30<sup>th</sup> May, 2015

NOTES 2 TO 17 FORMING PART OF THE BALANCE SHEET

Notes on Financial Statements for the year ended 31st March, 2015

2. Share Capital

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
Authorised : 30,000,000 (Previous year 30,000,000) Equity Shares of ₹ 10/- each	300,000,000	300,000,000
<b>Total</b>	<u>120,672,120</u>	<u>120,672,120</u>

2.1) Rights of Equity Shareholders

The Company has only one class of equity share of ₹ 10/- per share. Each Share holder of equity shares is entitled to one vote per share.

2.2) Reconciliation of the Shares outstanding and amount of share capital.

Particulars	As at March 31, 2015		As at March 31, 2014	
	Numbers	(₹)	Numbers	(₹)
Shares outstanding at the beginning of the year	12,067,212	120,672,120	12,067,212	120,672,120
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	<u>12,067,212</u>	<u>120,672,120</u>	<u>12,067,212</u>	<u>120,672,120</u>

2.3) Details of Shareholders holding more than 5% shares.

Name of Shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1 Bhaktavatsala Trading & Consultancy Services LLP	890,360	7.38	890,360	7.38
2 Sahishnu Trading & Consultancy Services LLP	639,490	5.30	639,490	5.30
3 Shreedaha Trading & Consultancy Services LLP	640,050	5.30	640,050	5.30
4 Sughosh Trading & Consultancy Services LLP	639,460	5.30	639,460	5.30
5 Trilokatma Trading & Consultancy Services LLP	890,360	7.38	890,360	7.38
6 Lapada (Mauritius) Limited	2,880,000	23.87	2,880,000	23.87

3. Reserves & Surplus

a. Capital Reserve as per the last balance sheet	649,080	649,080
b. Securities Premium Reserve as per the last balance sheet	723,225,231	723,225,231
c. Investment allowance Reserve as per the last balance sheet	<u>4,534,000</u>	<u>4,534,000</u>
	<b>728,408,311</b>	<b>728,408,311</b>
d. Surplus/Deficit in the statement of Profit & Loss		
Opening Balance	(5,353,963,523)	(5,032,487,233)
Add : Loss for the year	(152,465,295)	(321,476,290)
Add : Value of assets beyond useful life as on 01/04/2014 written off	<u>(148,402,188)</u>	----
Closing Balance	<u>(5,654,831,006)</u>	<u>(5,353,963,523)</u>
<b>Total</b>	<u>(4,926,422,695)</u>	<u>(4,625,555,212)</u>

## NOTES 2 TO 17 FORMING PART OF THE BALANCE SHEET

## 4. SHARE APPLICATION MONEY

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
Promoters & Others	73,915,000	73,915,000
Total	73,915,000	73,915,000

4.1) The Company has been registered with The Board For Industrial and Financial Reconstruction (BIFR) since Sep,2002. The Promoters of the Company are required to bring additional funds as per Draft Rehabilitation Scheme filed before BIFR. Accordingly the Promoters have brought funds as share application money and also brought share application money from business associates. The shares will be issued to Promoters & others associates in the manner approved by BIFR and subject to other approval as may be required.

## 5. Long Term Borrowings

Particulars	As at March 31, 2015		As at March 31, 2014	
	Current	Non Current	Current	Non Current
<b>Secured</b>				
<b>Term loans from Banks :</b>				
<b>Bank of India</b> Secured by way of first charge ranking pari-passu with Exim Bank, Global Trust Bank (OBC), Saraswat Co-op Bank and IDBI on specific movable & immovable properties presents & future subject to the prior charge on specified movable created / to be created in favour of bankers, by way of security for borrowing for working capital and further secured by personal guarantee of directors of the Company		284,178,176		284,178,176
<b>Exim Bank</b> Secured by way of first charge ranking paripassu with Bank of India, Global Trust Bank (OBC), Saraswat Co-op Bank and IDBI on specific movable & immovable properties presents & future subject to the prior charge on specified movable created / to be created in favour of bankers, by way of security for borrowing for working capital and further secured by personal guarantee of directors of the Company		18,272,560		18,272,560
<b>Global Trust Bank</b> Secured by way of first charge ranking paripassu with Bank of India, Exim Bank, Saraswat Co-op Bank and IDBI on specific movable & immovable properties presents & future subject to the prior charge on specified movable created/to be created in favour of bankers, by way of security for borrowing for working capital and further secured by personal guarantee of directors of the Company		32,561,049		32,561,049

## NOTES 2 TO 17 FORMING PART OF THE BALANCE SHEET

Particulars	As at March 31, 2015		As at March 31, 2014	
	Current	Non Current	Current	Non Current
<b>IDBI</b> Secured by way of first charge ranking pari-passu with Bank of India, Exim Bank and Global Trust Bank, on specific movable & immovable properties presents & future subject to the prior charge on specified movable created/to be created in favour of bankers, by way of security for borrowing for working capital & further secured by personal guarantees of directors of the company.		1,257,545,414		1,257,545,414
<b>Saraswat Co-op Bank Ltd.</b> Secured by way of first charge ranking pari-passu with Bank of India, Exim Bank, IDBI and Global Trust Bank (OBC) on specific movable & immovable properties presents & future subject to the prior charge on specified movable created/to be created in favour of bankers, by way of security for borrowing for working capital and future secured by personal guarantee of directors of the Company.		177,138,264		177,138,264
<b>Swaminarayan Co-op Bank Ltd.</b> Secured by way of Hypothecation of specific Plant & Machinery & personal guarantee of directors of the Company		2,214,671		2,214,671
<b>Baroda Peoples Co-op Bank Ltd.</b> Secured by way of Hypothecation of specific Plant & Machinery & personal guarantee of directors of the Company		1,944,225		1,944,225
<b>Panchmahal Dist. Co-op Bank Ltd.</b> Secured by way of Hypothecation of specific Plant & Machinery & personal guarantee of directors of the Company		8,200,934		8,200,934
<b>Baroda City Co-op Bank Ltd.</b> Secured by way of Hypothecation of specific Plant & Machinery & personal guarantee of directors of the Company		3,268,089		3,268,089
<b>Mandvi Co op. Bank Ltd.</b> Secured by Vehicles		49,095		49,095
<b>Term loans from Financial Institutions :</b> <b>G.S.F.C.</b> Secured by way of Hypothecation of specific Plant & Machinery & personal guarantee of directors of the Company		11,518,041		11,518,041

## NOTES 2 TO 17 FORMING PART OF THE BALANCE SHEET

Particulars	As at March 31, 2015		As at March 31, 2014	
	Current	Non Current	Current	Non Current
<b><u>Kirloskar Inv. and Finance Ltd</u></b>		7,307,824		7,307,824
Secured by way of Hypothecation of specific Plant & Machinery & personal guarantee of directors of the Company				
<b><u>Lloyd Finance Ltd.</u></b>		562,715		562,715
Secured by Vehicles & personal guarantee of directors of the Company				
<b><u>Unsecured</u></b>				
From Banks		458,664,195		458,664,195
From Company		426,421,640		683,475,751
From Directors		12,463,241		4,953,243
From Others		198,194,371		4,765,000
<b>Total</b>	-	<b><u>2,900,504,504</u></b>	-	<b><u>2,956,619,246</u></b>

5.1) (A) as in the past, in current year also, due to non-receipt of the Bank statements/Bank advices/Balalnce certificates from the financial institutions/banks, book entries pertaining to banks and financial institutions, transactions could not be reconciled. Further, in absence of such details and information, the amount payable also could not be estimated or ascertained. Thus, bank balances and balances of such financial Institutions as on 31.03.2015 are subject to adjustments if any, to be carried out on receipt of the relevant statements/Bank Advices/Certificates from banks/financial institutions.

(b) Many Banks / financial Institutions had not charged interest in earlier year and current year. However, till 31.03.2014, the Company has provided interest at the normal rate applicable on the closing balance of loan amount appearing in the books of accounts (except on outstanding Loan balance of IDBI, Oriental Bank of Commerce (OBC) Exim Bank and Bank of India) and shown as interest payable under the head other current liabilities. However w.e.f. 01.04.14 the Company has not provided interest on other old loans also i.e. from Saraswat co-op bank, Baroda co-op bank, GSFC,BHF bank, Swaminarayan Co. op bank, Baroda peoples co-op bank, Baroda city co-op bank, Panchmal dist co-op Bank, Mandvi Co-op bank, Lloyd Finance, as Company has already given one time settlement proposal to these lenders under the proposed DRS. Had the company provided interest as per practise followed in earlier years, loss would have been higher by ₹ 5,36,75,732., debit balance of reserve and surplus would have been higher to that extent.

(c) Pursuant to the arrangement/understanding between Natroyal Industries Private Limited (erstwhile Vijayjyot Seats Pvt.Ltd) and the company, NIPL has arranged / obtained a Term Loan of ₹ 900 Lakhs from ICICI Bank for the Company.Subsequently,the said Loan amount was transferred by NIPL to the company and the company has treated the same as Loan from NIPL. The instalments including interest is paid on the said Loan by the company to ICICI directly. Accordingly the Principal amount is debited to NIPL Loan Account and interest thereon is debited to interest account in the company's Books of Accounts.

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>6. Long Term Provisions</b>		
<b><u>Provision for Employee Benefits</u></b>		
Provision for Gratuity	15,328,445	664,206
Provision for Leave Benefits	2,526,053	4,187,067
Provision for Customs duty including interest	769,234,686	769,234,686
<b>Total</b>	<b><u>787,089,184</u></b>	<b><u>774,085,959</u></b>

## NOTES 2 TO 17 FORMING PART OF THE BALANCE SHEET

6.1) Under the Duty Exemption Scheme of Advance Licence ( as well as similar other licence scheme) pursuant to Import & Export Policy of Government of India, duty free imports of raw materials are permitted and they are required to be used in manufacturing of goods for export, as well as, export of goods has to be effected within the time allowed, in terms of the scheme. The Company has availed of such licences from time to time. In the past, it had fulfilled its export obligations. However, although the Company had imported duty free raw material under certain licences, however it could not effect export within the time allowed due to circumstances beyond the control of the Company. The Company has evaluated its obligations under the scheme and it has been advised that in view of non fulfilment of export obligations, the authorities can recover the import duty and mandatory interest thereon. The liability for such duty & interest as on 31.03.2015 is estimated at Rs. 769,234,686 (P.Y. Rs. 769,234,686). From current financial year the Company has stopped providing interest on custom duty liability, as company has filed DRS with BIFR with a request to fulfil balance export obligation within seven year of approval of the DRS. Further the operating agency IDBI has completed appraisal of DRS and forwarded to BIFR for consideration. Had the company provided interest as per practise followed in earlier years loss would have been higher by Rs. 3,78,25,074 and debit balance of reserve and surplus would have been higher to that extent. The Company has received various demand notices amounting to ₹ 3,58,080,677 from DGFT towards pending export obligation. These order are challenged by the Company with the concerned authorities and matter for recovery of dues is pending due to BIFR.

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>7. Trade Payables</b>		
Sundry Creditors	791,406,007	507,764,794
<b>Total</b>	<b>791,406,007</b>	<b>507,764,794</b>
<b>8. Other current liabilities</b>		
(a) Current accrued and due on borrowing	793,926,724	793,926,724
(b) Advance from Customers	25,878,023	171,278,768
(c) Statutory Liabilities	9,531,174	8,558,977
(d) Deposits	65,000	65,000
(e) Advance for sale of Land	1,110,153	1,110,153
(f) Other Liabilities	924,400	979,752
<b>Total</b>	<b>831,435,474</b>	<b>975,919,374</b>
<b>9. Short Term Provisions</b>		
(a) Provision For FBT	-	1,473,016
<b>Provision for Employee Benefits</b>		
(b) Provision for Gratuity	1,098,787	-
(c) Provision for Leave Benefits	829,961	-
<b>Total</b>	<b>1,928,748</b>	<b>1,473,016</b>

## NOTES 2 TO 17 FORMING PART OF THE BALANCE SHEET

10. FIXED ASSETS									
(Amount in Rs.)									
Fixed Assets Particulars	Gross Block			Depreciation			Net Block		
	As at 1st April 2014	Additions for the year	Disposals	As at 31st March, 2015	As at 1st March, 2014	Depreciation charged for the year	On Disposals	As at 31st March, 2015	As at 31st March, 2014
Tangible Assets									
Land (Freehold)	4,870,698	-	-	4,870,698	-	-	-	4,870,698	4,870,698
Factory Buildings	173,300,803	-	-	173,300,803	91,903,014	8,469,850	-	72,927,939	81,397,789
Other Buildings	6,371,144	-	-	6,371,144	1,604,815	3,793,872	-	972,457	4,766,329
Plant & Equipment	1,574,613,046	2,496,645	-	1,577,109,691	1,297,940,217	155,040,260	-	124,129,214	276,672,829
Furniture & Fixtures	12,632,406	136,300	-	12,768,706	11,550,163	19,397	-	1,199,146	1,082,243
Vehicles	10,657,924	-	-	10,657,924	8,807,985	747,656	-	1,102,283	1,849,939
Office Equipment	16,804,991	127,306	-	16,932,297	14,453,817	973,988	-	1,504,492	2,351,174
<b>Total Rs.</b>	<b>1,799,251,021</b>	<b>2,760,251</b>	<b>-</b>	<b>1,802,011,263</b>	<b>1,426,260,011</b>	<b>169,045,023</b>	<b>-</b>	<b>206,706,229</b>	<b>372,991,001</b>
Previous Year's Total	1,790,763,046	9,381,466	893,500	1,799,251,012	1,350,066,401	77,042,435	848,825	372,991,001	440,696,645

10.1) Depreciation charged for the year includes Rs. 148,402,188 being value of assets beyond useful life charged to retained earning.



## NOTES 2 TO 17 FORMING PART OF THE BALANCE SHEET

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>11. Non Current Investments</b>		
<b>Long Term Investment (at cost)</b>		
<b>A Investment in Shares</b>		
<b>i) Quoted : (Non Trade)</b>		
<b>Equity Shares</b>		
38,800 (PY. 38, 800) equity shares in Industrial Development Bank of India of ₹ 10/- each	5,044,000	5,044,000
Less : Allotment money payable	4,212,147	4,212,147
	831,853	831,853
Less : Provision for Diminution in value of Investment	831,853	831,853
	—	—
<b>ii) Unquoted : (Non Trade) in Equity</b>		
<b>Investment in Shares of Subsidiary Company :</b>		
4,50,200 Shares (PY.4,50,200) in Euro Royal Flor Limited (U.K.) of STGpound 1(one) each fully paid up.	25,931,404	25,931,404
Less : provision for diminution in value of investment	25,931,404	25,931,404
	—	—
30,000 (PY 30,000) equity shares in AB Corp. Ltd. of ₹ 10/- each fully paid up.	2,475,000	2,475,000
Less : Provision for Diminution in value of Investment	2,475,000	2,475,000
	—	—
5,010 (PY 5,010) shares in Swaminarayan Co-op Bank Ltd of ₹ 25/- each fully paid up.	1,25,250	1,25,250
12,500 (PY.12,500) shares in Baroda Peoples Co-op Bank Ltd of ₹10/- each fully paid up.	125,000	1,25,000
7,500 (P.Y.7,500) shares in Baroda City Co-op Bank Ltd. of ₹ 10/- each fully paid up.	75,000	75,000
1,000 (P.Y.1,000)shares in Saraswat Co-op Bank Ltd. of ₹ 10/- each fully paid up.	10,000	10,000
1,083 (P.Y.1,083) shares in Mandvi Co-op Bank Ltd. of ₹ 10/- each fully paid up.	10,830	10,830
	346,080	346,080
<b>B Government Securities</b>		
National Saving Certificates ( Pledged with Government Authorities )	2,000	2,000
<b>C Investment by way of capital in a partnership firm</b>		
Creative Investment	842,386	2,156,273
<b>Total</b>	<b>1,190,466</b>	<b>2,504,353</b>
Aggregate amount of quoted investments	831,853	831,853
Aggregate amount of unquoted investments	28,754,484	28,754,484
Aggregate amount of Market Value of quoted investments	Nil	Nil
Aggregate Provision for the diminution in Value of investments	29,238,257	29,238,257

## NOTES 2 TO 17 FORMING PART OF THE BALANCE SHEET

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>12. Long Term Loans &amp; Advances</b>		
Sicom Limited for settlement of due to bank	91,581,643	93,200,000
Deposits	16,315,659	15,838,600
<b>Total</b>	<b>107,897,302</b>	<b>109,038,600</b>

**12.1) BIFR Status and Merger****(a) BIFR STATUS**

The Company has been registered with The Board For Industrial and Financial Reconstruction (BIFR) since Sept. 2002. The Company's Scheme for Reconstruction and other related matters are pending before BIFR. The Company Obtained various loans secured or otherwise, from banks and financial institutions in the course of its business including loans from IDBI, BOI, Exim Bank and OBC (IDBI, BOI, Exim Bank and OBC are hereinafter collectively referred as "the said lenders" and loans from the said lenders are referred as the said loans") In past Assets Reconstruction Company (I) Ltd. (ARCIL) acquired said loan from the said lenders then outstanding at about ₹ 58,00,00,000 excluding Interest. ARCIL had suggested certain restructuring, Mean while during the year 2011-12 SICOM Ltd acquired, the said loans from ARCIL for an aggregate consideration of ₹ 14,00,00,000 The Company has paid ₹ 9,15,81,643 to SICOM Limited on this account, which is debited to its account in books of the Company.

The Company has continued to show the said loans along with interest in the name of the said lenders at the same values as reported in the earlier financial years, pending any understanding/approval of BIFR about the obligation in relation thereto. The consideration paid by SICOM Ltd. forms part of and is to be treated as term loan sanctioned by SICOM Ltd to the Company, It is included in the said loans, as it is consideration of the said loans.

The Company has provided/paid interest on the said amount of ₹ 14,00,00,000 paid by SICOM to Arcil (after considering said payment of ₹ 9,32,00,000) treated as loan to the Company and forming part of the said loans, As stated in Note No.5.1 (b) on the balance amount of the said loans interest is not paid/provided.

**(b) MERGER**

"The Company had submitted the revised Draft Rehabilitation Scheme ("DRS") containing proposal for revival of the Company with the Hon'ble Board of Industrial and Financial Reconstruction ("BIFR") whereby it is proposed to demerge two of its undertaking viz. Units I & II of the Company and merging them with Natroyal Industries Pvt Ltd. (Erstwhile Vijayjyot Seats Private Limited) (one of the Promoter Group Companies) with effect from the Appointed Date being January 1, 2013 subject to approval from Hon'ble BIFR and other concerned authority. The said proposed demerger will be effective after the receipt of the required approvals. Accordingly the given financial results are without giving the effect of said demerger."

**12.2)** Including rent deposit of ₹ 60,00,000 (P.Y. ₹ 60,00,000) given to M V Trust Properties in which directors are interested.

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>13. Inventories</b>		
Raw materials	56,379,140	75,003,081
Work-in-progress	81,264,964	89,633,351
Finished goods	63,993,190	71,523,307
Packing Materials	2,612,877	2,867,902
Consumable Stores	7,067,079	6,938,171
Fuel	131,500	259,000
<b>Total</b>	<b>211,448,750</b>	<b>246,224,812</b>

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NOTES 2 TO 17 FORMING PART OF THE BALANCE SHEET

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>14. Trade Receivables (Unsecured)</b>		
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>		
Considered good	19,954,355	10,045,370
Considered Doubtful	234,574,220	234,574,220
	254,528,575	244,619,591
Less : Provision for Doubtful Debts	234,574,220	234,574,220
	19,954,355	10,045,370
Others (Considered good)	19,115,346	26,230,596
<b>Total</b>	<b>39,069,701</b>	<b>36,275,966</b>
<b>15. Cash &amp; Bank Balances</b>		
a. Balances with banks	1,577,840	4,556,609
b. Fixed Deposit with banks	1,432,476	1,323,255
c. Cash on hand	458,698	347,422
<b>Total</b>	<b>3,469,014</b>	<b>6,227,286</b>
Fixed deposit of ₹ 14,32,476 (P.Y. ₹ 13,23,255) was held as security deposit against Bank Guarantee.		
<b>16. Short Term Loans &amp; Advances</b>		
(Unsecured, considered good)		
Advance for purchase of Assets	3,090,956	3,080,938
Prepaid Expenses	323,568	637,921
Advances to Staff	1,433,514	1,395,650
Advances to Suppliers	2,149,360	1,354,335
Other Advances	7,416	7,416
Tax deducted at source	844,923	4,77,604
Balance with Excise Authorities	2,488,208	4,269,479
<b>Total</b>	<b>10,337,945</b>	<b>11,223,343</b>

16.1) Special land acquisition officer of Govt. of Gujarat, by common award acquired the part of the factory land belonging to the Company for the purpose of Vadodara Halol khandiwada 4 track road and fixed the amount of compensation payable to the Company. However the Company has not accepted the price fixed for the acquisition of land and the matter is in dispute. Accordingly the entry for said acquisition shall be passed on the actual receipt of payment of compensation finally decided. Accordingly amount received from them is shown as advance.

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>17. Other Current Assets</b>		
a) Advance Import Lic Receivable	408,936	408,936
<b>Total</b>	<b>408,936</b>	<b>408,936</b>

NOTES 18 TO 25 FORMING PART OF THE PROFIT & LOSS ACCOUNT

<b>18. Revenue from Operation</b>		
Sales of Products	767,572,019	676,150,098
Add: Exchange Rate Difference	552,657	449,281
Other Operation Revenues		
Sale of Scrap	37,176,191	1,788,053
<b>Total</b>	<b>805,300,867</b>	<b>678,387,432</b>

## NOTES 18 TO 25 FORMING PART OF THE PROFIT &amp; LOSS ACCOUNT

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>18.1)Details Of Turnover :</b>		
PVC Floor Covering	57,153,955	33,474,201
PVC Laminated Sheet /Tiles	709,082,248	642,675,897
PVC Leathercloth	1,335,816	-
<b>Total</b>	<b>767,572,019</b>	<b>676,150,098</b>
<b>19. Other Income</b>		
Interest	852,279	785,555
Dividend From Long Term Investment	29,900	-
Unclaimed Liabilities written off	5,842,430	-
Lease Rent	631,485	31,500
Share of profit from Partnership firm	141,113	-
Miscellaneous Income	2,098,500	-
<b>Total</b>	<b>9,595,707</b>	<b>817,055</b>
<b>20. Cost of Material Consumed</b>		
Opening Stock	75,003,081	71,841,549
Purchases	575,525,278	575,048,365
	650,528,359	646,889,914
Less: Closing Stock	56,379,140	75,003,081
<b>Total</b>	<b>594,149,219</b>	<b>571,886,833</b>
<b>20.1) Value of Consumption of directly imported and Indigenously obtained Rawmaterials &amp; the percentage of each to the total.</b>		
<b>RAW MATERIAL CONSUMED</b>	<b>Amount %</b>	<b>Amount %</b>
Imported	168,179,281 28	93,808,963 16
Indigenous	425,969,938 72	478,077,870 84
<b>Total</b>	<b>594,149,219 100</b>	<b>571,886,833 100</b>
<b>RAW MATERIAL CONSUMED</b>		
PVC Resin	279,472,767	249,365,702
Plasticizers	144,041,321	148,714,225
Others	170,635,131	173,806,906
<b>Total</b>	<b>594,149,219</b>	<b>571,886,833</b>
<b>21. Changes in Inventories of Finished Goods &amp; Work-In-Progress</b>		
<b>Opening Stock</b>		
Finished Goods	71,523,307	38,507,823
Work-in-process	89,633,351	76,392,699
	161,156,658	114,900,522
<b>Less: Closing Stock</b>		
Finished Goods	63,993,190	71,523,307
Work-in-process	81,264,964	89,633,351
	145,258,154	161,156,658
<b>Total</b>	<b>15,898,504</b>	<b>-46,256,136</b>
<b>21.1)details of Inventory of Finished Goods</b>		
Cushion Vinyl Flooring	41,608	41,556
PVC Floor Covering	7,903,697	6,549,260
PVC Laminated Sheet /Tiles	56,047,885	64,932,491
<b>Total</b>	<b>63,993,190</b>	<b>71,523,307</b>

## NOTES 18 TO 25 FORMING PART OF THE PROFIT &amp; LOSS ACCOUNT

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>22. Employees Benefits Expense</b>		
Salaries	50,771,150	44,727,565
Contribution to Provident Fund and Other Funds	2,189,278	1,868,013
Gratuity	5,237,253	395,194
Staff Welfare	1,767,567	1,552,565
<b>Total</b>	<b>59,965,248</b>	<b>48,543,337</b>
<b>23. Finance Costs</b>		
<b>Interest Expenses :</b>		
Interest on long term borrowings	21,564,715	112,013,209
Bank Charges	3,722,892	498,813
<b>Total</b>	<b>25,287,607</b>	<b>112,512,022</b>
<b>24. Other Expenses</b>		
Consumption of stores and spares	11,211,418	9,913,367
Consumption of packing material	25,055,513	23,744,910
Power and fuel	84,664,971	79,937,623
Rent Fork lift	1,401,105	1,000,480
Lease Rent	2,079,771	1,596,469
Rates and taxes	389,809	227,714
Insurance	801,265	1,406,163
Electricity Charges	1,420,776	1,357,611
<b>Repairs and maintenance</b>		
- Plant and machinery	2,905,284	7,592,478
- Buildings	131,920	-
- Others	256,710	76,152
Management Fees	1,404,000	1,404,000
Design & Development	891,002	1,224,502
Machine Operating Charges	6,125,582	6,097,143
Payment to contractors for supply of Labour	12,987,870	17,118,492
Advertising and sales promotion	1,191,983	519,394
Sales Commission & Discount	8,997	1,500
Travelling and conveyance	2,188,766	1,824,113
Telephone Expense	1,076,502	1,034,988
Vehicle Expense	4,064,776	3,607,690
Legal and professional fees	2,473,204	1,962,610
<b>Payment to auditor</b>		
- Audit fees	227,400	227,400
- Tax Audit fees	33,000	33,000
- Taxation Matter	65,500	55,500
Donation	-	70,500
Share of loss from Partnership firm	-	21,349
Loss on sale of fixed assets	-	19,680
Freight and forwarding charges Outward	3,919,795	2,581,212
Miscellaneous expenses	15,546,262	10,850,766
<b>Total</b>	<b>182,523,181</b>	<b>175,506,806</b>
<b>25 Prior Year Expenses</b>		
Salary & Wages Cost	9,915,320	10,832
Legal & Professional fees	12,000	143,000
Maintenance & Repairing	59,564	18,130
Freight Charges	57,248	-
Insurance	1,827,180	-
Telephone Expenses	-	106,500
Others	65,923	2,177
<b>Total</b>	<b>11,937,235</b>	<b>280,639</b>

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2015**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED ON 31st MARCH, 2015**

**01 SIGNIFICANT ACCOUNTING POLICIES :**

**1.1 GENERAL :**

The financial statements have been prepared on historical cost basis and in accordance with the applicable provisions of the Companies Act, 2013 and Accounting Standards referred therein.

**1.2 REVENUE RECOGNITION :**

- (i) All revenue and expenses are accounted on accrual basis, except to the extent stated otherwise.
- (ii) Export incentives granted by Government or other authorities to encourage exports are accounted on acceptance of the claims by the authorities and/or when there is reasonable certainty that the claims would be accepted.

**1.3 USE OF ESTIMATES :**

The preparation of financial statements in conformity with the generally accepted accounting principles often requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities on the date of the financial statements and reported amount of revenue and expenses during the reporting period. Any differences between the actual result and estimates are recognized in the period in which the results are known / materialised.

**1.4 FIXED ASSETS:**

Fixed assets are stated at cost net of recoverable taxes and includes amount added on revaluation less accumulated depreciation and impairment loss if any. All cost including finance cost till commencement of commercial production, net changes on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalised.

**1.5 DEPRECIATION :**

- (i) Depreciation is provided on Straight line method at the rates derived from useful life of assets and in the manner prescribed in Schedule II to the Companies Act, 2013
- (ii) Freehold land is not amortised/depreciated.

**1.6 INVENTORIES :**

- (i) Inventories are stated at the lower of cost or net realizable value. Cost is determined on FIFO basis and is reduced by CENVAT & VAT credits available under the respective laws. Net realizable value is determined after reducing the estimated selling cost from the estimated selling price.
- (ii) The cost of work in progress and finished goods comprises direct material, direct labour, other direct cost and related production overheads. Excise duty is included in the value of the finished goods.
- (iii) Stores and spares, parts and components are valued at cost or below the cost.

**1.7 INVESTMENTS :**

Long term investments are carried at cost. However, when there is a diminution in value other than temporary, the provision for diminution in value is made and the carrying amount of long term investments is reduced to recognise the decline. Current investments are stated at lower of cost or fair value.

**1.8 PROVISION FOR DOUBTFUL DEBTS / ADVANCES :**

Provision is made in accounts for doubtful debts / advances which in the opinion of the management are considered doubtful of recovery.

**1.9 RETIREMENT BENEFITS :**

- (i) Company's contribution to Provident Fund and Employee's Pension Scheme, 1995 are charged to Profit & Loss statement.
- (ii) For Liabilities in respect of staff gratuity, the Company had entered into an agreement with the Life Insurance Corporation of India (LIC) under group gratuity scheme and the periodical payments towards the premium on the policy is charged to the profit and loss statement. The additional liability, if any, in respect of the above arising on retirement are charges to profit and loss accounts based on valuation report.
- (iii) The Company provides for the Liability at year end on account of unavailed earned leave as per the actuarial valuation.

**1.10 FOREIGN CURRENCY TRANSACTIONS :**

- (i) A transaction in foreign currency is recorded at the exchange rate prevailing on the date of the transaction
- (ii) Gains or losses upon settlement of the transactions during the year are recognised in the Profit & Loss statement
- (iii) Foreign Currency transactions remaining unsettled at the end of the year are revalued at the exchange rate prevailing at the end of the year except disputed liabilities & doubtful debts.
- (iv) Gains or Losses arising as a result of the above are adjusted in the Profit & Loss statement
- (v) Non monetary foreign currency items are carried at cost.

**1.11 BORROWING COSTS :**

Borrowing costs directly attributable to the acquisition or construction of fixed assets are capitalised as part of the cost of the assets, up to the date, the asset is put to use. Other borrowing costs are charged to the Profit & Loss statement in the year in which they are incurred.

**1.12 LEASES :**

a) Operating Lease :

Lease of assets under which all the risk and rewards of ownership are effectively retained by the Lessor is classified as operating leases. Lease payments under operating leases are recognized as an expenses on accrual basis in accordance with respective lease agreements.

b) Finance Lease :

Assets acquired under leases where Company has substantially all the risks and rewards of ownership are classified as finance lease. Assets acquired under finance lease are capitalized and corresponding lease liability is recorded at an amount equal to the fair value of the leased asset at the inception of the lease. Initial costs incurred in connection with the specific leasing activities directly attributable to activities performed by the Company are included as part of the amount recognized as an asset under the lease.

**1.13 IMPAIRMENT OF ASSETS :**

Where there is an indication that if any Asset is impaired, the recoverable amount, if any, is estimated and the impairment loss is recognised as an expense in the profit and loss statement to the extent carrying amount exceeds recoverable amount impairment loss recognized in earlier accounting period is reversed if there is any improvement in recoverable amount.

**1.14 ACCOUNTING FOR TAXES ON INCOME :**

Deferred tax is recognized subject to the consideration of prudence in respect of deferred tax assets on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

**1.15 PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS :**

- (i) A provision is recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation in respect of which reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the year end date. These are reviewed at each year end date & adjusted to reflect the best current estimate.
- (ii) Disclosure of contingent liabilities are made when there is a possible obligation or present obligation that may, but probably will not require an outflow of resources.
- (iii) Contingent asset is neither recognized nor disclosed in the financial statements.

**26 CONTINGENT LIABILITIES NOT PROVIDED FOR IN RESPECT OF :**

	<b>31.03.2015 (Amount in ₹)</b>	<b>31.03.2014 (Amount in ₹)</b>
a) Guarantee / Letter of credit given by Company's Bankers	Refer note below	Refer note below
b) Foreign Bills Discounted with Banks	Refer note below	Refer note below
c) Show cause / Demand raised / Appeal filed to the Various Authorities & disputed by the Company	<b>3,103,796</b>	<b>15,883,989</b>
d) Penalty Imposed by FERA & disputed by the Company	<b>10,000,000</b>	<b>10,000,000</b>
e) Custom duty payable on Import of duty free capital goods	amounts unascertainable	amounts unascertainable
f) Penalties, if any, in respect of custom duty liabilities for import of raw materials under advance licence scheme and of capital goods under EPCG Scheme.	amounts unascertainable	amounts unascertainable
g) Suits filed against the Company for recovery of dues	amounts unascertainable	amounts unascertainable

Note : Not ascertained by the Company as the relevant details are not received from the respective authorities.

**27** The Company has made an investment of ₹ 25,931,404 ( £ 450.200) in Euroroyal Floors Ltd.( "ERF") wholly owned subsidiary in U.K. The subsidiary also owes ₹ 233,375,543 ( Net of commission payable ₹ 10,619,234 ) towards supply of goods made to it. The principal customers of ERF in Russia did not honour the debts, Due to this ERF in turn, could not pay its creditors. The Company has been informed by the ex-local Directors of ERF that one of the creditors had filed a suit for winding-up of ERF pursuant to which the High Court of Justice of U.K.made a winding-up order dated 11th June,2001 against ERF and the official receiver has been appointed to liquidate the assets of ERF. Thereafter order dated 12 / 03 / 2002 was passed and ERF is dissolved. Under the circumstances, the Management had provided for diminution in value of investment made in ERF in the year 2000-01. As also, provision against the debt of ₹ 233,375,543 due from ERF had been made during the earlier year.

**28** The Company is a partner in M/s.Creative Investment, the details of the partners, their share in profit / loss and total capital of the partners of the firm as on 31.03.2015 are as under.

a) Sr. No.	Name of Partners	Share( %)
I	Shri P. C.Raval	0.50
ii	Shri S. P. Jariwala	0.50
iii	M/s. Royal Cushion Vinyl Products Ltd.	99.00
		100.00

b) The total Capital of the Partners is ₹ 3,52,183 (net)

c) The above details about investment and names of partners are based on the information, certified by a partner.



**29** Under the Micro, Small and Medium Enterprise Development Act, 2006 ("MSMED Act") which came into force effective from 2<sup>nd</sup> October 2006, certain disclosures relating to amounts due to micro, small and medium enterprises and remained unpaid after the appointed date etc. of principal and interest amounts are required to be made. The Company is in the process of compiling the relevant information. As the relevant information is not yet readily available and / or not given or confirmed by such enterprises, it is not possible to give required information in the accounts. However, in view of the management, the impact of interest, if any, which may subsequently become payable to such enterprises in accordance with the provisions of the Act, would not be material and the same, if any payable, would be disclosed in the year of payment of interest.

**30** The Company has suffered substantial losses and due to this, the entire net worth has been eroded. However, operations are Continued, the accounts of the Company have been prepared on the basis that the Company is a going concern.

**31** Sundry Debtors & Creditors (Including foreign suppliers) are subject to confirmation

**32 Segment Reporting :**

The Company has one segment of activity namely PVC products (PVC Laminated Sheet/Tiles, PVC Leather Cloth).

**33 Accounting for Taxes on Income :**

In view of Loss in current year as well as having substantial brought forward losses and the fact that there would not be taxable income in the near future, the deferred tax assets is not recognized. Deferred tax liability, if any would arise in the year in which the claim giving rise to timing difference is made. Accordingly, deferred tax asset/liability is not recognized.

**34 Accounting for Lease :**

The Company has entered Into agreements/arrangements for taking certain assets on leave and licence basis. The special disclosure in respect of these arrangements is given below.

(Amount in ₹)

Particulars	2014-15	2013-14
1) Lease payment recognised in Profit and Loss statement for the year.	<b>3,480,876</b>	2,596,949
2) Future MLP under the Leases in the aggregate and for each of the following periods		
i) Not later than one year	<b>210,000</b>	186,000
ii) Later than one year & not later than Five Years.	—	—
iii) Due after five years	—	—

**35** The Directors / employees of the Company have acquired motor cars in their names from and out of the loans obtained by them from the banks, pursuant to an arrangement between the Directors / employees for use of the Company. Accordingly, the Company has accounted the said cars & the said loans in the name of the Directors / employees, as the assets & the liabilities of the Company, including the transactions in respect of repayment and payment of interest etc.

**36** The useful life of fixed assets has been revised in accordance with Schedule - II to the Companies Act-2013 which is applicable for accounting periods commencing on or after 01/04/2014. Consequently an amount of ₹ 14,84,02,188 representing assets beyond their useful life as of 01/04/2014 has been charged to retained earning in other cases carrying amount has been depreciated/amortised over the remaining useful life of the assets.

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37 The company has provided for gratuity benefit to its employees. Reconciliation of opening and closing balance of Defined Benefit obligation :

Particulars	₹ in Lacs
Defined benefit obligation at beginning of the year	126.75
Current service cost	9.6
interest cost	11.44
actuarial gain / loss	19.97
Benefit paid	-3.48
Defined benefit obligation at end of the year	164.27
Fair Value of Plan Assets at beginning of period	-
Expected Return on Plan Assets	-
Contributions	3.48
Benefit Paid (=C26)	(3.48)
Actuarial gain/(loss) on plan assets	-
Fair Value of Plan Assets at end of period	-
Fair Value of Plan Assets at beginning of period	-
Actual Return on Plan Assets	-
Contributions	3.48
Benefit Paid	(3.48)
Fair Value of Plan Assets at end of period	-
Funded Status	(164.27)
Excess of actual over estimated return on Plan Assets	-
Actuarial Gain/(Loss) for the period (Obligation)	(19.97)
Actuarial Gain/(Loss) for the period (Plan Assets)	-
Total Gain/(Loss) for the period	(19.97)
Actuarial Gain/(Loss) recognized for the period	(19.97)
Unrecognized Actuarial Gain/(Loss) at end of period	-
PVO at end of period	164.27
Fair Value of Plan Assets at end of period	-
Funded Status	(164.27)
Unrecognized Actuarial Gain/(Loss)	-
Net Asset/(Liability) recognized in the balance sheet	(164.27)
Current Service Cost	9.60
Interest cost	11.44
Expected Return on Plan Assets	-
Net Actuarial (Gain)/Loss recognized for the period	19.97
Expense recognized in the statement of P & L A/C	41.00
Opening Net Liability	126.75
Expenses as above	41.00
Contribution paid	(3.48)
Closing Net Liability	164.27
Actuarial (Gain)/Loss due to change in bases	17.82
Experience (Gain)/Loss due to change in Experience	2.15
Total	19.97
<b>Experience Anylisis - Plan Assets</b>	
Experience (Gain)/Loss due to Change in Plan Assets	-
<b>Current Liability</b>	<b>10.99</b>
<b>Non-Current Liability</b>	<b>153.28</b>

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### 38. NAME OF RELATED PARTIES AND RELATIONS

1 (A) SUBSIDIARY COMPANY	(B) ASSOCIATES CONCERN / TRUST	(C) KEY MANAGEMENT
a) Euro royal Floors Ltd.	a) Natroyal Industries Pvt.Limited b) Royal Spinwell Pvt Limited c) Samsons Leather cloth Manufacturing Co. LLP d) Royal Jerfeb Pvt Limited e) Shreedaha Trading & Consultancy Services LLP f) Shreeshaha Trading & Consultancy Services LLP g) Bhaktavatsala Trading & Consultancy Services LLP h) Trilokesh Trading & Consultancy Services LLP i) Vishwamurti Trading Consultancy Services LLP j) Sumukh Trading & Consultancy Services LLP k) Lokwami Trading & Cosultancy Services LLP l) Sahishnu Trading & Cosultancy Services LLP m) Sughosh Trading & Cosultancy Services LLP n) Trilokatma Trading & Cosultancy Services LLP o) M. V. Trust Properties p) Nityanand Overseas Trading	a) Mahesh Kantilal Shah b) Vinod Kantilal Shah

### 2 RELATED PARTY TRANSACTIONS

(Amount in ₹)

Sr.	Name of transaction	2014-15			2013-14		
		Subsidiary	Associates	Key Management Personnel	Subsidiary	Associates	Key Management Personnel
1	Sales of Finished Goods #	-	262,069,225	-	-	165,946,832	-
2	Purchases of Raw materials #	-	518,517,937	-	-	471,617,700	-
3	Remuneration	-	-	1,385,552	-	-	1,241,541
4	Advance for purchase of Assets	-	3,090,956	-	-	3,080,938	-
5	Deposit given against Rented Property	-	6,000,000	-	-	6,000,000	-
6	Loan Received	-	6,621,412	-	-	-	-
7	Unclaimed liabilities written back	-	5,842,430	-	-	-	-
8	Repayment of Loan	-	62,563,000	-	-	19,828,000	-
9	Loan Payable	-	205,483,727	-	-	675,478,419	-
10	Trade Payable	-	491,095,149	-	-	359,487,056	-
11	Trade Receivable *	233,375,543	6,489,092	-	233,375,543	-	-

Disclosure in respect of material related parties transactions during the year

\* In respect of above parties, there is no provision for doubtful debts as on 31st March'2015 except ₹ 233,375,543 provided in respect of due by the Subsidiary Company in earlier year.

# Material/Goods sold to Natroyal Industries Pvt.Ltd. ₹ 262,069,225 (P.Y. ₹ 159,798,692)

# Material Purchase from Natroyal Industries Pvt.Ltd. ₹ 518,517,937 (P.Y. ₹ 471,617,700)

## Annual Report 2014-2015

39 The amount of Excise Duty disclosed as deduction from turnover is the Excise duty for the year, except the excise duty related to the difference between the closing stock and opening stock and excise duty paid but not recovered, which has been disclosed in the ( Increase) / decrease in stock and the other expenses respectively. (Increase) / decrease in stock includes excise duty on finished goods (net) ₹ 71,10,354 ( Previous year ₹ 79,22,277)

	2014-15 Amount in ₹	2013-14 Amount in ₹
<b>40 EARNING PER SHARE</b>		
(a) Loss after tax available for equity shareholders	(152,465,295)	(321,476,290)
(b) Average number of Equity shares of ₹.10/- each outstanding during the year	12067212	12067212
c) Basic / Diluted Earnings per Share (₹) (a/b)	(12.63)	(26.64)
<b>41 CIF VALUE OF IMPORTS :</b>		
Raw Materials	156,030,740	95,915,717
Stores & Spares	2,960,243	1,922,683
	<b>158,990,983</b>	<b>97,838,400</b>
<b>42 EXPENDITURE IN FOREIGN CURRENCY :</b> (on accrual basis)		
Stores & Spares	2,498,531	1,665,826
Foreign Travel	333,436	145,656

43 The figures of previous year have been regrouped / reclassified / recast wherever necessary to compare with the current year's figures.

Signature to Notes

For **CHANDRAKANT & SEVANTILAL & J. K. SHAH & CO.**  
Chartered Accountants  
Firm Reg. No. 101676W

for **ROYAL CUSHION VINYL PRODUCTS LTD.**

**MAHESH K. SHAH**  
(Chairman & Managing Director)  
'00054351

**JAYESH A. MOTASHA**  
(Director)  
'00054236

**H. B. Shah**  
(Partner)  
Membership No. 16642

Place : VADODARA  
Date : 30<sup>th</sup> May, 2015

MUMBAI  
Date : 30<sup>th</sup> May, 2015

**Annual Report 2014-2015**

From :

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To,  
Universal Capital Securities Pvt. Ltd.  
21 Shakil Niwas, Mahakali Caves Road,  
Opp Satya Saibaba Temple,  
Andheri (East), Mumbai - 400 093

Dear Sir,

Sub :

Unit : **Royal Cushion Vinyl Products Limited**

Folio No. :

As per your request in AGM report I/we am/are holding \_\_\_\_\_ shares in physical form under folio number mentioned above and furnishing below information required by you.

Bank Account number	
Bank Name	
Branch Name	
MICR Code	
Email Id	
Telephone No. / Mobile no.	

I request you to

Change my new address as mentioned above

There is no change in my address

By giving the said information we hereby authorize Company to send dividend, if any, in electronic mode, directly to our above mentioned Bank Account.

Signature of 1 <sup>st</sup> holder	Signature of 2 <sup>nd</sup> holder	Signature of 3 <sup>rd</sup> holder

## Annual Report 2014-2015

### ROYAL CUSHION VINYL PRODUCTS LTD

Registered Office: 60 CD "SHLOK" Govt Ind. Estate, Charkop, Kandivali (West), Mumbai 400 067

CIN No. : L24110MH1983PLC031395 • Web : www.rcvp.in

#### **PROXY FORM - Form No. MGT - 11**

**[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s)	
Registered Address	
Email-Id	
Folio No./Client ID	

I/We, being a Member of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name \_\_\_\_\_ Address \_\_\_\_\_  
E-mail : \_\_\_\_\_  
Signature \_\_\_\_\_ of failing him / her.
2. Name \_\_\_\_\_ Address \_\_\_\_\_  
E-mail : \_\_\_\_\_  
Signature \_\_\_\_\_ of failing him / her.
3. Name \_\_\_\_\_ Address \_\_\_\_\_  
E-mail : \_\_\_\_\_  
Signature \_\_\_\_\_ of failing him / her.

as my/our proxy to vote for me/us on my/our behalf at the **31<sup>st</sup> ANNUAL GENERAL MEETING** of the Company to be held on **Wednesday, the 30<sup>th</sup> September, 2015 at 12.30 p.m.** at 60 CD, Shlok, Govt. Ind. Estate, Charkop, Kandivali (West), Mumbai 400067 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2015.
2	Reappointment of Mr. Mukesh Motasha, who retires by rotation.
3	Reappointment of Mr. Arvind Motasha, who retires by rotation.
4	Re-appointment of Auditors and fixing their remuneration.
5	Approval to enter into a contract with related party under section 188 of the Companies Act, 2013.
6	Appointment of Mr. Kallol Bandyopadhyay as Cost Auditor.
7	Appointment of Ms. Kavita Bachwani as a Director of the Company, as she was appointed Additional Director on 30th June, 2015
8	Appointment of Mr. Jayesh Motasha as an Executive Director & Chief Financial Officer of the Company.
9	Adoption of new set of Articles of Association in substitution & in place of the existing Articles of Association of the Company.

Signed \_\_\_\_\_ day of \_\_\_\_\_ September, 2015

\_\_\_\_\_  
(Signature of Proxy Holder)

\_\_\_\_\_  
(Signature of Member)

Re. 1/-  
Revenue  
Stamp

**Notes:**

- (a) The form of proxy in order to be effective should be duly completed and deposited at the Registered Office not less than **48 Hours** before the time for holding the meeting.
- (b) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and a proxy need not be a member of the Company.
- (c) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
- (d) Please complete all details including details of member(s) before submission.

**ROYAL CUSHION VINYL PRODUCTS LTD**

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**ATTENDANCE SLIP**

To be handed over at the entrance of the Meeting Hall.

<b>Name of the attending Member/Proxy (in Block Letters)</b>	<b>Membership Folio No</b>
	<b>DPID No</b>
	<b>Client ID No</b>
	<b>Number of Share held</b>

I hereby record my presence at **the 31st Annual General Meeting of the Company being held on Wednesday, the 30th September, 2015 at 12.30 p.m.** at 60 CD, Shlok, Government Ind. Estate, Charkop, Kandivali (W), Mumbai - 400 067.

\_\_\_\_\_  
Members/Proxy's Signature  
(TO BE SIGNED AT THE TIME OF  
HANDLING OVER THE SLIP)



Book Post

If undelivered return to :

**Royal Cushion Vinyl Products Limited**

CIN No. : L24110MH1983PLC031395

Registered Office: 60 CD "SHLOK" Govt Ind. Estate, Charkop,  
Kandivali (West), Mumbai 400 067 • Web : [www.rcvp.in](http://www.rcvp.in)



**NATROYAL**

Formerly Samsons Group

**Royal Cushion Vinyl Products Limited****Registered Office**60 CD, Shlok, Government Industrial Estate,  
Charkop, Kandivali West, Mumbai 400 067, INDIA

☎ +91 22 28603516 ☎ +91 22 28603565

CIN: L24110MH1983PLC031395

🌐 www.natroyalgroup.com

**FORM B**

Forming part of Annual Audit Report to be filed with the Bombay Stock Exchange

1.	Name of the Company	Royal Cushion Vinyl Products Ltd. Code No.526193
2.	Annual financial Statements for the year ended	31 <sup>st</sup> March 2015
3.	Type of Audit Observation	Qualified subject to:- i) Non-Disclosure Of amount(s) Owned To Small And Medium Scale Industrial Undertakings  ii) Non Reconciliation Of accounts and Balance In Respect Of Loans From Banks / Financial Institutions
4.	Frequency of qualification	Since how long Period:- from the year Sr. No.3 i) 2000 - 01 Sr. No.3 ii) 2000 - 01
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the Directors report:	Qualification / Headings (Refer Page Numbers 14 In The Annual Report) And Management's Report:  Sr. No.3 i) (Refer Note No.29 on Page No. 63) Under The Micro, Small And Medium Enterprises Development Act, 2006 ("MSMED Act") which came into force effective from 2 <sup>nd</sup> October 2006, certain disclosures relating to amounts due to Micro, Small And Medium Enterprises and remained unpaid after the appointed date etc. Of principal and interest amounts are required to be made. The company is in process of compiling the relevant information. As the relevant information is not yet readily available and/ or not

Factory Address Plot 55, Village Garadhia, Taluka Savli, Vadodara, Gujarat 391 520, INDIA ☎ +91 8156004820 / 21

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**NATROYAL**

formerly Samsons Group

**Royal Cushion Vinyl Products Limited**

**Registered Office**

60 CD, Shlok, Government Industrial Estate,  
Charkop, Kandivali West, Mumbai 400 067, INDIA

☎ +91 22 28603516 : +91 22 28603565

CIN: L24110MH1983PLC031395

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		<p>given or confirmed by such enterprises, it is not possible to give required information in the accounts. However, in view of the management, the impact of interest, if any, which may subsequently become payable to such Enterprises in accordance with the provisions of the Act, would not be material and the same, if any payable, would be disclosed in the year of Payment of Interest.</p> <p><b>Sr. No.3 ii) (Refer Note No.5.1(A) on Page No.52)</b> As in the Past, in current Year also, due to Non Receipt of the Bank Statements / Bank Advices / Balance certificates from the financial institutions / Banks, books entries pertaining to banks and financial institutions, transactions could not be reconciled. Further, in absence of such details and information, the amount payable also could not be estimated or ascertained. Thus, bank balance and balances of such financial Institutions as on 31.03.2015 are subject to adjustments if any, to be carried out on receipt of the relevant statements / bank Advices/ certificates from banks / Financial Institutions.</p>
6.	Additional Comments from the Board / Audit Committee Chair:	As explained above.

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formerly Samsons Group

Royal Cushion Vinyl Products Limited

Registered Office

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Charkop, Kandivali West, Mumbai 400 067, INDIA

+91 22 28603516 +91 22 28603565

CIN: L24110MH1983PLC031395

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7.	To be signed by- <ul style="list-style-type: none"> <li>• Managing Director</li> <li>• CFO</li> <li>• Auditor of The Company</li> <li>• Audit Committee Chairman</li> </ul>	<p>Mr. Mahesh K. Shah (00054351) <i>msksh</i></p> <p>Mr. Omprakash Inani</p> <p>Mr. Himmatbhai B. Shah Membership no:- 16642 <i>Himmatbhai B. Shah</i> FOR CHANDRAKANT AND SEVANTIL AND J. K. SHAH AND CO. PARTNER</p> <p>Mr. Deepak A. Motasha (00060092) <i>Deepak A. Motasha</i></p>
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for ROYAL CUSHION VINYL PRODUCTS LTD

*msksh*  
Mahesh Shah  
Managing Director  
0005435

Factory Address Plot 55, Village Garadhia, Taluka Savli, Vadodara, Gujarat 391 520, INDIA +91 8156004820 / 21

