

Royal Cushion Vinyl Products Limited

Cin no: L24110MH1983PLC031395

"Shlok" 60 – CD,

Govt. Industrial Estate, Charkop,
Kandivali (W), Mumbai – 400 067

Tel: + 91 22 32655828, 28603514, 16

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April 13, 2016

Bombay Stock Exchange Limited

Corporate Relation Department

1st Floor, New Trading Ring,

Rotunda Building, Phiroze Jeejebhoy Towers,

Mumbai 400 001.

Kind Attn: Mr. Rakesh Parekh

Dear Sir,

Sub: Regulations 27 (2) of the Listing Agreement for the quarterly/yearly ended 31.03.2016

We are enclosing the quarterly/yearly Compliance Report on Corporate Governance as required under Regulation 27(2) of the Listing Agreement for the quarter/year ended 31st March, 2016.

Please take the same on your records.

Thanking you,

Yours faithfully,

For **Royal Cushion Vinyl Products Limited**



Vinod Shah

Whole Time Director

00054667

1.	Overview
2.	Before you begin
3.	Index
4.	Steps for Filing - Corporate Governance Report

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report
 XBRL filing consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website (www.listing.bseindia.com).

1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
2. The system should have a file compression software to unzip excel utility file.
3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local system.
4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility
5. Please enable the Macros (If disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

1	Details of general information about company	General Info
2	Composition of BOD	Annexure I - Composition of BOD
3	Composition of Committee	Annexure I - Composition of Committee
4	Meeting of BOD	Annexure I - Meeting of BOD
5	Meeting of Committees	Annexure I - Meeting of Committees
6	Related Party Transaction	Annexure I - Related Party Transaction
7	Affirmation	Annexure I - Affirmation
8	Website	Annexure II - Website
9	Annual Affirmation	Annexure II - Annual Affirmation
10	Annual Affirmation Continue	Annexure II - Annual Affirmation Continue
11	Annexure III	Annexure III
12	Signatory Details	Signatory Details

- Fill up the data:** Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)
 - Use paste special command to paste data from other sheet.
- Validating Sheets:** Click on the "Validate" button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.
- Validate All Sheets:** Click on the "Home" button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.
 Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.
- Generate XML :** Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on "Generate XML" to generate XBRL/XML file.
 - Save the XBRL/XML file in your desired folder in local system.
- Generate Report :** Excel Utility will allow you to generate Report. Now click on "Generate Report" to generate html report.
 - Save the HTML Report file in your desired folder in local system.
 - To view HTML Report open "Chrome Web Browser".
 - To print report in PDF Format, Click on print button and save as PDF.
- Upload XML file to BSE Listing Center:** For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.

1. Cells with red fonts indicate mandatory fields.
2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML.
3. You are not allowed to enter data in the Grey Cells.
4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field.
5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.
6. Select data from "Dropdown list" wherever applicable.
7. Adding Notes: Click on "Add Notes" button to add notes

[Home](#)[Validate](#)

Scrip code	526193
Name of the entity	ROYAL CUSHION VINYL PRODUCTS LIMITED
Date of start of financial year	01-04-2015
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	Not Applicable

[Prev](#)[Next](#)

Home

Website

Disclosure of interest in composition of board of directors company to previous quarter													
In three any change in composition of board of directors company to previous quarter													
All India													
No													
Sl	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current year	Date of cessation	Tenure of office (in months)	No of Directorships in listed entities including the listed entity	Number of memberships in Audit/Shareholder/Committee(s) including the listed entity	No of posts of Chairperson in Audit/Shareholder Committee held in listed entities including the listed entity	Notes

Print

Refresh

Back

Home

Validate

Disclosure of notes on composition of committees explanatory				
Is there any change in composition of committees compare to previous quarter				
No				
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors
				Name of other committees

Add

Delete

Print

Next

Home

Validate

Annexure 1
III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory		Add Notes
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)
1	07-11-2015	
2	09-02-2016	93

Add

Delete

Prev

Next

Home

Validate

Annexure 1

Meeting of Committees

Sr	Name of Committee	Disclosure of notes on meeting of committees explanatory			ADD Notes	Maximum gap between any two consecutive meetings (in number of days)
		Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)		
1	AJL Director Audit Committee	09-02-2016	Yes	APPROVING UNAUDITED RESULTS	07-11-2015	93

Print

Next

Home

Validate

Annexure 1		
V. Related Party Transactions		
Sr	Subject	Compliance status (Yes/No/NA) If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	Yes
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Disclosure of notes on related party transactions		Add Notes
Disclosure of notes of material transaction with related party		Add Notes

Prev

Next

[Home](#)[Validate](#)**Annexure 1**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes
9	Any other information to be provided	Add Notes

[Prev](#)[Next](#)

Home

Validate

Sl. No.	Items	Compliance status	Web address
1	Details of business	Yes	www.rcep.in
2	Terms and conditions of appointment of independent directors	No	
3	Composition of various committees of board of directors	Yes	www.rcep.in
4	Code of conduct of board of directors and senior management personnel	Yes	www.rcep.in
5	Details of establishment of vigil mechanisms/ whistle blower policy	Yes	www.rcep.in
6	Criteria of making payments to non-executive directors	No	
7	Policy on dealing with related party transactions	Yes	www.rcep.in
8	Policy for determining 'material' subsidiaries	NA	
9	Details of familiarization programmes imparted to independent directors	No	
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.rcep.in
11	Small address for grievance redressal and other relevant details	Yes	www.rcep.in
12	Financial results	Yes	www.rcep.in
13	Shareholding pattern	Yes	www.rcep.in
14	Details of agreements entered into with the media companies and/or their associates	Yes	www.rcep.in
15	New name and the old name of the listed entity	NA	
16	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]	NA	

Add Notes

Print

Reset

Home

Validate

Sr	Particulars	Regulation Number	Compliance status (Y/N/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	18(1)(b) & 25(6)	No	Since our Company is BRR and we are trying to appoint Independent Director but none of the outsiders are responding for the appointment of Independent Director.
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Right for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/Compensation	17(6)	No	Since our Company is BRR, we are not applying any fees to any Directors
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	No	Director but none of the outsiders are responding for the appointment of
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	

15	Composition of Stakeholder Relationship Committee	20(3) & (2)	Yes
16	Composition and role of risk management committee	21(1), 21(3), 44	NA
17	Veil Mechanism	22	Yes
18	Policy for related party Transaction	23(1), 151, 151(7) & (8)	Yes
19	Prior or Conibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	24(4)	Yes
21	Composition of Board of Directors of Unlisted material Subsidiary	24(1)	NA
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
23	Minimum Directorship & Tenure	25(1) & (2)	No
24	Meeting of Independent directors	25(3) & (4)	No
25	Familiarization of Independent directors	25(7)	No
26	Memberships in Committees	26(2)	Yes
27	Attendance with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(1) & 26(5)	Yes

Any other information to be provided

Any other information to be provided

Any other information to be provided

Any other information to be provided

Any other information to be provided

15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Onwards approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	Yes
21	Composition of Board of Directors of unlisted master/subsidiary	24(1)	NA
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
23	Maximum Directorship & Tenure	25(1) & (2)	No
24	Meeting of independent directors	25(3) & (4)	No
25	Reaffirmation of independent directors	25(7)	No
26	Membership in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(5)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Agri Business

Any other information to be provided

Page

Page

Home

Validate

Annexure II		
III Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

Prev

Next

[Home](#)

[Validate](#)

Signatory Details

Name of signatory	MAHESH SHAH
Designation of person	Managing Director
Place	MUMBAI
Date	13-04-2016

[Prev](#)

BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	: 1304201612272727	Date & Time	: 13/04/2016 12:27:48 PM
Scrip Code	: 526193		
Entity Name	: ROYAL CUSHION VINYL PRODUCTS LIMITED		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/03/2016		
Mode	: E-Filing		