

ANNUAL SECRETARIAL COMPLIANCE REPORT

OF

ROYAL CUSHION VINYL PRODUCTS LIMITED

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022

(Under Reg 24A of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 read with SEBI Circular no C/RICFDICMD1/27/2019 dated 08th February 2019)

To,

ROYAL CUSHION VINYL PRODUCTS LIMITED

60 CD "Shlok" Government Ind. Estate,
Charkop, Kandivli (West), Mumbai - 400067

1. I, Padma Loya, Practicing Company Secretary, have examined:

- (a) All the documents and records made available to us and the explanation provided by **Royal Cushion Vinyl Products Limited**, having its registered office at 60 CD "Shlok" Government Ind. Estate, Charkop, Kandivli (West), Mumbai - 400067, hereinafter referred to as "**the listed entity**" arising from the compliances of specific Regulations listed under **Clause 2** of this report
- (b) The filings or submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity, and
- (d) any other document/ filing or submissions, on the basis of which this certification is given

for the year ended 31st March, 2022 ("Review Period"), in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars and guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), the Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

Loya & Shariff

Practicing Company Secretaries

Vadodara Office: A-304, Shashwat Greens, Opp. GERI Compound, Gotri, Vadodara-390021, Gujarat;

Mumbai Office: Off No.4, 63/1, Nehru Road, 1st Floor, Opp. Saraswat Bank, Before Indus Bank

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Padma Loya
CS Padma Loya
M.No. 25349 COP 14972
Firm No. P-24T-085200

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- *Not applicable to the listed entity during the audit period;*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- *Not applicable to the listed entity during the audit period;*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018- *Not applicable to the listed entity during the audit period;*
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013- *Not applicable to the listed entity during the audit period;*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996; -- *Not applicable to the listed entity during the audit period;*
- (j) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993

and the circulars/ guidelines issued thereunder;

And based on the above examination and considering the relaxations granted by the Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that, during the Review Period:

- a. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- b. During the period under review, and as per the information provided, there were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued there under;
- c. During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observations:

Sr. No.	Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
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LOYA & SHARIFF
Practicing Company Secretaries

1.	As per the Regulation 31(2) of SEBI (LODR) Regulations, 2015, listed entities have to ensure that hundred percent shareholding of promoters and promoter groups are in dematerialised form and maintained	The Listed Entity has not converted some of the physical shares of the Promoters in dematerialized form till date.	It is advised to comply with the SEBI (LODR) Regulations at the earliest.
2.	As per Section 203 of the Companies Act, 2013, Every Listed Company should have a Chief financial officer.	The listed entity has appointed a Chief Financial Officer on 11/10/2021.	It is complied with the Companies Act, 2013.

- d. During the period under review, as per the information provided by the Company, there were no instances of the transaction by the designated persons in the securities of the Company during the closure of window.
- e. The actions to comply with the observations made in previous reports have been duly complied with.
- f. The listed entity has taken the necessary actions to comply with the observations made in previous reports.

Note: Due to Covid-19 pandemic situation and lockdown by the State Government, we have conducted online verification and examination of records, as facilitated by the Company for the purpose of issuing the report.

Place: Mumbai
Date: 27.05.2022



For and on behalf of
LOYA & SHARIFF
Practicing Company Secretaries

Padma Loya

CS PADMA LOYA

Partner

M. No. 25349 COP. 14972

PR No. 2033/2022

UDIN: A025349D000402396

Certificate from Company in Practice

In terms of Regulation 34(3) read with Schedule V Para C (10)(i) to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015) in respect of **ROYAL CUSHION VINYL PRODUCTS LIMITED** (CIN: L24110MH1983PLC031395) I hereby certify that :

On the basis of the written representation/ declaration received from the Directors and taken on record by the Board of Directors, as on March 31, 2022, none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of Companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

For and on behalf of
LOYA & SHARIFF
Practicing Company Secretaries



Place: Mumbai
Date: 27.05.2022

Padma Loya

CS PADMA LOYA
Partner

M. No. 25349 COP. 14972
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UDIN: A025349D000402396

Annexure Forming part of Annual Secretarial Compliance Report

To,

ROYAL CUSHION VINYL PRODUCTS LIMITED

60 CD "Shlok" Government Ind. Estate,
Charkop, Kandivli (West), Mumbai – 400067

Our Secretarial Compliance Report of even date Issued Under UDIN: **A025349D000402396** is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedure on test basis.
5. As regards the books, papers, forms, reports and returns filed by the company under the above mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timelines of the filing of various forms, reports, returns and documents that need to be filed by the company under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.

For and on behalf of
LOYA & SHARIFF
Practicing Company Secretaries

Padma Loya

CS PADMA LOYA

Partner

M. No. 25349 COP. 14972

PR No. 2033/2022

UDIN: A025349D000402396



Place: Mumbai

Date: 27.05.2022