

**ANNUAL SECRETARIAL COMPLIANCE REPORT  
OF**

**ROYAL CUSHION VINYL PRODUCTS LIMITED**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2023**

*(Under Reg 24A of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015 read with SEBI Circular no C/RICFDICMD1/27/2019 dated 08<sup>th</sup> 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 31<sup>st</sup> March, 2023 ("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;

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Practicing Company Secretaries

*Padma Loya*

**CS Padma Loya**

M.No. 25349 COP 14972

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- (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 (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2021- *Not applicable to the listed entity during the audit period;*
- (h) Securities and Exchange Board of India (Depository Participant) Regulations, 2018 - *Not applicable to the listed entity during the audit period;*
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021-*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
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 - *Not applicable to the listed entity during the audit period;*

and the circulars/ guidelines issued thereunder;

**And based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:**

- 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.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
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1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NIL
2.	<b>Adoption and timely updation of the Policies:</b>  <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	NIL  NIL
3.	<b>Maintenance and disclosures on Website:</b>  <ul style="list-style-type: none"> <li>The listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which directly point to the relevant document(s)/section of the website</li> </ul>	Yes  Yes  Yes	NIL  NIL  NIL
4.	<b>Disqualification of Director:</b>  None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NIL
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	NA  Yes	The company does not have any Material Subsidiary.

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6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NIL
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committee at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NIL
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes  Not Applicable	NIL  All related party transactions entered into by the listed entity during the review period were duly approved by the Audit Committee.
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NIL
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL
11.	<b>Action taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided	No	The Company has received a notice for a penalty for late submission on non-compliance under Reg 33 of SEBI, LODR, 2015 for the quarter June, 2022 and under Reg 23(9) for the

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	under separate paragraph herein (**).		quarter September, 2022 and the Listed entity has duly paid the same.
12.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	As per the Regulation 31(2) of SEBI (LODR) Regulations, 2015, listed entities have to ensure that hundred percent, whereas the Listed Entity has not converted some of the physical shares of the Promoters in dematerialized form till date.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or	Not Applicable	Not applicable during the period under review
	II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	NIL
	III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	NIL
2.	<b>Other conditions relating to resignation of statutory auditor</b>		

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<p>I. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p>	NA	NIL
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3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	NIL
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(a) (\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	As per the Regulation 33 of SEBI (LODR) Regulations, 2015 the listed entity needs to submit quarterly/year to date consolidated financial results	Reg 33 of SEBI (LODR) Regulations, 2015 and Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 issued by Securities and Exchange Board of India (SEBI) with respect to penal actions prescribed for non-compliance of certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard Operating Procedure for suspension and revocation of trading of specified	(June 2022 quarter) Standalone Results late Submitted	The BSE Ltd imposed a penalty on the entity. The Listed Entity has duly paid the penalty and uploaded the quarterly results	Invoice for Rs. 11,800/- dated 14 <sup>th</sup> September, 2022 towards penalty was sent by BSE Ltd.	Non-submission of the financial results within the period prescribed under this regulation	Rs. 11,800/-	The penalty imposed by BSE Ltd on the listed entity was duly paid and necessary actions were taken to comply with the non-compliance on immediate basis.	The management has taken necessary steps to resolve the non-compliance	The matter stand resolved.

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		securities of listed entities.								
2.	As per the Regulation 23(9) of SEBI (LODR) Regulations, 2015	Reg.23(9) for half year ended September 2022 as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020	Late submission	The BSE Ltd imposed a penalty on the entity.	Invoice for Rs. 59,000/- dated 27 <sup>th</sup> December, 2022 towards penalty was sent by BSE Ltd.	Non-compliance with disclosure of related party transactions on consolidated basis.	Rs. 59,000/-	The penalty imposed by BSE Ltd on the listed entity was duly paid and necessary actions were taken to comply with the non-compliance on immediate basis.	The management has taken necessary steps to resolve the non-compliance	The matter stand resolved.

(b) The listed entity has taken the following action to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
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 dematerialized form and maintained	Regulation 31(2) of SEBI (LODR) Regulations, 2015	The Listed Entity has not converted some of the physical shares of the Promoters in dematerialized form till date.	Partially action taken	Advisory	Non-compliance of Regulation 31(2)	NA	The Listed Entity has not converted some of the physical shares of the Promoters in dematerialized form till date.	The Management has partially complied with the provision and further it is under the process of completing the same.	The Listed Entity has partially complied with the provision and further it is under the process of completing the same.

- 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 listed entity has taken the necessary actions to comply with the observations made in previous reports.

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**Assumptions and Limitation of scope of Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and Information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the managements has conducted the affairs of the listed entity.

For and on behalf of  
**LOYA & SHARIFF**  
Practicing Company Secretaries



Place: Mumbai  
Date: 29.05.2023

*Padma Loya*

**CS PADMA LOYA**  
Partner

M. No. 25349 COP. 14972

PR No. 2033/2022

UDIN:A025349E000403243

**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:A025349E000403243 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:A025349E000403243



Place: Mumbai

Date: 29.05.2023