

ROYAL CUSHION VINYL PRODUCTS LIMITED

Registered Office: 60 CD, SHLOK, Govt. Industrial Estate, Charkop, Kandivali West Mumbai – 400067

CIN: L24110MH1983PLC031395, Tel.: +91 22 28603514, 28693514

Website : www.rcvp.in, E-mail: legalho1983@gmail.com

NOTICE OF POSTAL BALLOT AND E-VOTING

NOTICE PURSUANT TO SECTION 110 & 108 OF THE COMPANIES ACT, 2013 READWITH RULE 20 AND RULE 22 OF THE COMPANIES (MANAGEMENT ANDADMINISTRATION) RULES, 2014 AND OTHER APPLICABLE RULES MADE THEREUNDER, AND THE CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, GOVERNMENT OF INDIA]

VOTING STARTS ON	VOTING ENDS ON
Thursday, 30th January, 2025 at 9:00 a.m. (IST)	Friday ,28th February, 2025 at 5:00 p.m. (IST)

Dear Members,

Notice is hereby given to the Members of Royal Cushion Vinyl Products Limited (the “Company”), pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘the Rules’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings / conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by the MCA, Government of India (collectively the ‘MCA Circulars’), that the Resolutions as set out hereunder are respectively proposed for approval by the Members of the Company as an Ordinary and Special Resolution(s), as the case may be, by means of postal ballot by voting through electronic means (‘remote e-voting’).

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories/Registrar and Transfer Agent (‘RTA’). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the ‘Notes’ section to this Notice.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice. Pursuant to Rule 22(5) of Companies (Management & Administration) Rules, 2014, the Board of Directors of the Company has appointed CS Padma Loya, Partner of M/s Loya and Shariff, Practising Company Secretary (Membership Number: 25349 & COP: 14972) as the scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner and required consent for such appointment has been received. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Postal Ballot Notice along with the Postal Ballot Form is also available on the website of the Company at www.rcvp.in. The Company has engaged the services of National Securities Depository Limited (NSDL) for providing remote e-Voting facility to all its members. The Members (whether holding shares in

demat form or in physical form) are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. The remote e-Voting period commences on Thursday, January 20, 2025 from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Friday, February, 28, 2025 (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on February, 28, 2025.

The scrutinizer will submit her report to the Chairperson or any other person authorized by the Chairperson after completion of the scrutiny of the postal ballots (including e-voting). The results of the postal ballot and e-voting will be announced 02.03.2025 and will be displayed at the Registered Office of the Company, besides being communicated to BSE Limited and on the Company's website at www.rcvp.in.

SPECIAL BUSINESS:

1. Approval for investment of funds of the Company not exceeding INR 15.00 Crores, as may be determined by the Board of Directors of the Company from time to time, pursuant to provisions of Section 186 and 188 of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 179, 186, 188 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification, amendment or reenactment thereof for the time being in force and as may be enacted from time to time) and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (hereinafter referred to as "Board" which term shall include any Committee thereof or any person(s) authorized by the Board to exercise the power conferred on the Board by this resolution)- a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 15 Crores (Rupees Fifteen Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be is are hereby authorized to negotiate and finalize the terms and conditions of the said investment, loans, guarantees and providing security on behalf of the Company, as may deemed fit in the best interest of the Company and to take all actions and to settle all matters arising out of and incidental thereto, and sign and execute all deeds, applications, documents and such investments, loans, guarantees and providing security and to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable, incidental, consequential or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved ratified and confirmed in all respect.”

**By Order of the Board of Directors
FOR ROYAL CUSHION VINYL PRODUCTS LIMITED**

Place: Mumbai
Date: 24.01.2025

**Mahesh Shah
Managing Director
00054351**

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the Special Business as set out hereunder by way of postal ballot only through remote voting ("e-voting").

3. In compliance with the provisions of the MCA Circulars, members can vote only through the remote e-voting. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this postal ballot. The communication of the assent or dissent of the members would only take place through the remote e-voting system. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cutoff date will be entitled to cast their votes by e-voting.

4. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with your depository participants.

5. In terms of provisions of Section 107, 108 and 110 of the Companies Act, 2013 and MCA Circulars read with Regulation 44 of the SEBI Listing Regulations, facility to the members to exercise their votes electronically and vote on the resolutions through the e-voting service facility is arranged by National Securities Depository Limited ("NSDL"). The instructions for remote e-voting forms part of this Postal Ballot Notice.

6. The voting rights of Members for remote e-voting shall be in proportion to their shares in the equity share capital of the Company as on cut-off date i.e. 24th January, 2025.

7. The remote e-voting period commences at 9:00 A.M. (IST) on Thursday, 30th January, 2025 from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Friday, 28th February, 2025. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by National Securities Depository Limited ("NSDL") upon the expiry of the aforesaid period.

8. The e-voting Event number, User ID and Password along with detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the Postal Ballot Notice.

9. Resolutions passed by the members through the postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.

10. The Postal Ballot Notice is also available on the website of the Company at www.rcvp.in and on the website of NSDL at www.evoting.nsdl.com.

11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 28th February, 2025, i.e., the last date specified for receipt of votes through e-voting.

12. The Board of Directors have appointed CS Padma Loya, Partner of M/s Loya and Shariff, Practicing Company Secretary (Membership Number: 25349 & COP: 14972), as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall, immediately,

unblock the votes and within a period not later than 2 (two) working days from the conclusion of the remote e-voting, submit it forthwith to the Chairman of the Company. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.rcvp.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to the BSE Limited, where the shares of the Company are listed.

13. For any investor-related queries, communication may be sent by e-mail to the Company at legalho83@gmail.com.

14. The Investor-related queries may also be addressed to the Registrar & Share Transfer Agent, MUFG InTime India Private Limited (formerly known as Link Intime India Private Limited) at the following address: C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083 Maharashtra, India Tel. no: +91-22- 49186000 E-mail- rnt.helpdesk@linkintime.co.in

15. For effecting changes in email/address/bank details/ECS (Electronic Clearing Service) mandate, members are requested to notify: (i) LinkIntime, if shares are held in physical form; and (ii) their respective Depository Participant (DP), if shares are held in electronic form.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

The e-voting period begins at 9:00 A.M. (IST) on Thursday, 30th January, 2025 from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Friday, 28th February, 2025. 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) of January 24, 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

In terms of SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/ 242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.





In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on eVoting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IdeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IdeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IdeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial

password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcscmply@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Dabke, Manager NSDL, ‘A wing’, Trade world, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 or at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to legalho83@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to legalho83@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board of Directors
FOR ROYAL CUSHION VINYL PRODUCTS LIMITED

Mahesh Shah
Managing Director
00054351

Date: 24/01/2025
Place : Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item no.1

Pursuant to section 186 and 188 of the Companies Act, 2013 read with regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the Company has received request from his group Company i.e. Natroyal Industries Private Limited (NIPL) to give the corporate guarantee for availing a loan from Bankers/ NBFC/ other lenders, to be use by NIPL for working capital, capital investment or any other business purpose. So the Company is required to take approval of members of the Company by way of special resolution to give loan or give any guarantee or provide security in connection with a loan to be taken by M/s. Natroyal Industries Private Limited(NIPL), a related party, i.e. group Company not exceeding to Rs.15 crores i.e. in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more. Further, in terms of provisions of Section 188 of the Companies Act, 2013 and regulation 23 of SEBI LODR, no member of the Company who is a related party (irrespective of whether such member is a party to this particular transaction or not) shall vote to approve such resolution. Further, in terms of provisions of Section 188 of the Companies Act, 2013 and regulation 23 of SEBI LODR, the aforesaid proposed transaction has been considered and approved by the Audit Committee and the Board of Directors of the Company in their respective meetings held on 24/01/2025.

The necessary information pursuant to section 188 read with rules made thereunder given below:

Name of Related Party	Natroyal Industries Private Limited (NIPL)
Name of the director or key managerial personnel who is related, if any	Mr. Mahesh Shah, Managing Director and Mr. Suvrat Shah, CEO
Nature of relationship	1. The above-mentioned Director, KMP and their relatives are members of Natroyal Industries Private Limited. 2. The relative of Mr. Mahesh Shah is Director in Natroyal Industries Private Limited.
Nature, material terms, monetary value and particulars of the contract or arrangements	Rs.15 Crores.
Any other information relevant or important	As stated above.

All the relevant documents with regard to the aforesaid proposed transactions are available for inspection by the members during the business hours of the Company on all working days except Saturday and Sunday till the date of completion of the voting period.

The Board of Directors has considered and recommends the Special Resolutions at Item no. 1 of the accompanying Postal Ballot Notice for the approval of members.

As on date of proposing this resolution, Mr. Rahul Mukesh Motasha and Mr. Suvrat Mahesh Shah are the Directors in NIPL. Accordingly, being a relative of Directors of NIPL and being a member of NIPL, Mr. Mahesh Shah, Mr. Jayesh Motasha and /or their relatives may be deemed to be concerned or interested in the resolution at item no. 1 of the notice, directly or indirectly to the extent of respective shareholding in the Company / NIPL. Except as above, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors
For Royal Cushion Vinyl Products Limited**

Place: Mumbai
Date: 24/01/2025

**Mahesh Shah
Managing Director
Din: 00054351**

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