

**Royal Cushion Vinyl Products Limited**

CIN: L24110MH1983PLC031395

“Shlok” 60 – CD, Govt. Industrial Estate, Charkop,  
Kandivali (W), Mumbai – 400 067, Maharashtra, India; Tel: + 91 22 28603514-16  
Website: [www.rcvp.in](http://www.rcvp.in); Email: [legalho83@gmail.com](mailto:legalho83@gmail.com)

**NOTICE OF POSTAL BALLOT**

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

**Dear Member(s),**

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“**the Act**”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“**the Management Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the members of **Royal Cushion Vinyl Products Limited** (“**Company**”), through postal ballot (“**the Postal Ballot**”) only by way of remote e-voting (“**e-voting**”) process:

Sr. No.	Particulars
1.	To appoint M/s. Manek & Associates, Chartered Accountants (ICAI FRN: 0126679W) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. Bipin & Co., Chartered Accountants
2.	Appointment of Mr. Dhaval Vakharia (DIN: 07787013) as an Independent Director of the Company

An Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, pertaining to the aforesaid resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“**the Notice**” or “**the Postal Ballot Notice**”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“**DP**”).

Pursuant to Rule 22(5) of the Management Rule, the Board of Directors of the Company has appointed CS Padma Loya (ICSI Membership No. ACS 25349 and CP No. 14972) Partner of M/s.

Loya & Shariff, Practicing Company Secretaries, as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of the National Securities Depository Limited (“**NSDL**”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Saturday, April 13, 2024
Conclusion of e-voting period	5.00 p.m. IST on Sunday, May 12, 2024
Cut-off date for eligibility to vote	Friday, April 05, 2024

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Sunday, May 12, 2024, and no voting will be permitted thereafter.

The Scrutinizer will submit her report to the Chairman of the Company (“**the Chairman**”) or any other person authorized by the Chairman after completion of the scrutiny of the e-voting. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchange in accordance with the SEBI LODR Regulations. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **Sunday, May 12, 2024**.

#### **Special Business:**

- 1. To appoint M/s. Manek & Associates, Chartered Accountant (ICAI FRN: 0126679W) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. Bipin & Co., Chartered Accountants:**

**To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139(8), 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Audit and Auditors) Rules, 2014 and the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s), amendments or re-enactments thereof for the time being in force), in accordance with the provisions stipulated by SEBI vide its Circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and on the recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for appointment of M/s. Manek & Associates, Chartered Accountants (having Firm registration no: 0126679W with the Institute of Chartered Accountants of India (ICAI) and a Peer review Certificate No. 014682 issued by the Peer

Board of ICAI), as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. Bipin & Co., Chartered Accountants, (ICAI Firm Registration No. 101509W), to hold office as the Statutory Auditors of the Company till the conclusion of the next Annual General Meeting of the Company to be held in calendar year 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, including Audit Fee, Certification Fee, Tax Audit Fee (excluding GST) plus reimbursement of out of pocket expenses, etc., in line with prevailing rules and regulations made in this regard including their terms of appointment as per the provisions of Clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/ 2019 dated October 18, 2019.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**2. Appointment of Mr. Dhaval Vakharia (DIN: 07787013) as an Independent Director of the Company.**

**To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR Regulations’), as amended (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Dhaval Vakharia (DIN: 07787013), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from April 12, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of SEBI LODR Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from April 12, 2024 till April 11, 2029.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Dhaval Vakharia be paid such remuneration as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** any Directors of the Company, Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give

effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

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

**Mahesh Shah  
Chairman and Managing Director  
(DIN 00054351)**

Place:- Mumbai  
Date: April 12, 2024

**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](http://www.rcvp.in)**

Notes :

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on April 05, 2024 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on April 05, 2024, being the Cut-off Date fixed for the purpose.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., May 12, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
6. The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 48 hours from the conclusion of e-voting i.e. on or before 5.00 PM IST on Tuesday, May 14, 2024 and will also be displayed on the Company website [www.rcvp.in](http://www.rcvp.in), on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).
7. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. May 12, 2024. Members may send their requests to [legalho83@gmail.com](mailto:legalho83@gmail.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
8. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).

Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at [santosh.gamare@linkintime.co.in](mailto:santosh.gamare@linkintime.co.in). Members may follow the process detailed below for availing other services from RTA:

Type of Holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Link Intime India Pvt. Ltd, either by email to <a href="mailto:santosh.gamare@linkintime.co.in">santosh.gamare@linkintime.co.in</a> or by post to C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai- 400 083. Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode Form ISR - 1

Update of signature of securities holder	Form ISR - 2
For nomination as provided in the Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014	Form SH-13
Declaration to opt out	Form ISR-3
Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	ISR 4
The forms for updating the above details are available at <a href="https://www.rcvp.in/form.php">https://www.rcvp.in/form.php</a>	

Demat Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

9. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA Link Intime India Private Limited at [santosh.gamare@linkintime.co.in](mailto:santosh.gamare@linkintime.co.in). The forms for updating the same are available at <https://www.rcvp.in/form.php>.

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

Instructions for e-voting:

The process to vote electronically on NSDL e-Voting system consists of 2 steps:

1. The process and manner for e-voting and the process of joining meeting through video conferencing along with other details also form part of the Notice.

Instructions for remote e-voting and participation through VC

How do I vote electronically using NSDL e-Voting System?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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## **STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**





##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li>   <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li>   <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li>   <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 pcscomply@gmail.com with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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](mailto: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](mailto: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 for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**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:**

5. 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](mailto:legalho83@gmail.com).
6. 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](mailto: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**.
7. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
8. 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.

**Other Guidelines for Members :**

5. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of Friday, April 05, 2024.
6. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the EGM by email and holds shares as on the cut-off date i.e. Friday,

April 05, 2024, may obtain the User ID and password by sending a request to the Company's email address [legalho83@gmail.com](mailto:legalho83@gmail.com). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

7. Mrs. Padma Loya (Membership No. 25349 COP 14972) of M/s. Loya & Shariff, Practising Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-Voting process (including e-Voting at the meeting) in a fair and transparent manner.
8. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.rcvp.in](http://www.rcvp.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited (BSE).
9. Pursuant to the circulars issued by MCA and SEBI from time to time, in view of the prevailing pandemic situation and owing to the difficulties involved in dispatching of physical copies of the Notice of the EGM, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s and who wish to receive the Notice of the EGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
  - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, name, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address [legalho83@gmail.com](mailto:legalho83@gmail.com).
  - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
10. The Notice of the EGM will be available on the website of the Company at [www.rcvp.in](http://www.rcvp.in) and the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice of EGM will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [legalho83@gmail.com](mailto:legalho83@gmail.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [legalho83@gmail.com](mailto:legalho83@gmail.com). These queries will be replied to by the company suitably by email.

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the following statement sets out the material facts relating to Agenda items as set out in this accompanying Notice:

**Item No. 1: To appoint M/s. Manek & Associates, Chartered Accountants (ICAI FRN: 0126679W) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. Bipin & Co., Chartered Accountants**

The members of the Company at 38<sup>th</sup> Annual General Meeting (“AGM”) held on 23<sup>rd</sup> September, 2022 had appointed M/s. Bipin & Co., Chartered Accountants, (ICAI Firm Registration No. 101509W) as the Statutory Auditors of the Company for period of five years till the conclusion of 43<sup>rd</sup> AGM to be held in the calendar year 2027.

M/s Bipin & Co., Chartered Accountants, the Statutory Auditors, vide their letter dated 22<sup>nd</sup> March 2024 submitted resignation to the Board of Directors of the Company, inter alia, stating as under:

- a. that validity of their peer review certificate has lapsed and as such, the renewal was still under process, and it may take an uncertain timeframe, further referring to the fact that the stock exchange has also been inquiring with the Company about the peer review status of their firm, as the statutory auditor of the Company;
- b. that the signing / engagement partner of the firm namely CA Amit D. Shah, has recently passed through certain health issues, which requires him to avoid taking stress and give better attention to his health and fitness;
- c. that in view of the above background and to ensure compliance of the guidelines of the Institute of Chartered Accountants of India at their end, and also that the Company remains in compliance of the provisions of the SEBI LODR Regulations, they tendered their resignation as the Statutory Auditor of the Company with immediate effect; and
- d. that in view the peculiar fact situation cited above, they expressed their inability to continue anytime further as the statutory auditor of the Company.

The Board of Directors of the Company at its meeting held on April 12, 2024, took the note of the resignation of M/s Bipin & Co., Chartered Accountants, with effect from 22<sup>nd</sup> March, 2024.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy in the office of the statutory auditor shall be filled by the Board of Directors within thirty days from the date of resignation of the statutory auditor, and shall also be approved by the members of the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

In view thereof, the Board at the aforesaid meeting, on the recommendation of the Audit Committee and subject to the approval of members of the Company, approved the appointment of M/s. Manek & Associates, Chartered Accountants (having Firm registration no: 0126679W with the Institute of Chartered Accountants of India (ICAI) and a Peer review Certificate No. 014682 issued by the Peer Board of ICAI), as the Statutory Auditors of the Company, in the casual vacancy caused by the resignation of M/s. Bipin & Co., Chartered Accountants, (ICAI Firm Registration No. 101509W), to

hold office as the Statutory Auditors till the conclusion of next Annual General Meeting of the Company to be held in calendar year 2024.

M/s. Manek & Associates, Chartered Accounts, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they satisfy the criteria provided in Section 141 of the Act.

The said appointment of M/s. Manek & Associates, Chartered Accountants, shall be pursuant to applicable provisions of the Act, SEBI LODR Regulations and terms as contained in SEBI circular No. CIR/CFD/CMD/1/114/2019 dated 18th October, 2019.

Pursuant to Regulation 36(5) of SEBI LODR Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s. Manek & Associates, Chartered Accountants towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) for the financial year 2023-24 shall be Rs. 6.00 lakh.
Terms of appointment	Subject to approval by members of the Company, to hold the office as Statutory Auditors of the Company with effect from April 12, 2024 till the conclusion of next Annual General Meeting of the Company to be held in calendar year 2024.
Material change in fee payable	No material change in fee for the proposed auditors.
Basis of recommendation and auditor credentials	<p>The Audit Committee and the Board, based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013 recommends the appointment of M/s. Manek &amp; Associates, Chartered Accountants as Statutory Auditors of the Company.</p> <p><b>Profile:</b> M/s. Manek &amp; Associates, Chartered Accountants (“the Firm”) was established in 1983 in Mumbai. The Firm has 2 partners and has 16 professional staff members. The Firm provides a range of services which include audits of wide variety of clients including listed companies and their subsidiaries, taxation, RBI Related work, capital market intermediaries related work, consultancy and inspection.</p>

In terms of Section 102(1) of the Act, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution at Item No. 1 of the Notice for the approval of the members.

**ITEM NO. 2: Appointment of Mr. Dhaval Vakharia (DIN: 07787013) as an Independent Director of the Company**

Mr. Dhaval Vakharia, holding Director Identification No. 07787013, was appointed as an Additional Director of the Company, under the category of Independent Director with effect from April 10, 2024, pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), as amended (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company to hold office for a period of five years upto April 11, 2029, not liable to retire by rotation, subject to the approval of the members of the Company.

The Company has received following documents/confirmations from Mr. Dhaval Vakharia:

- (i) consent to act as a Director of the Company;
- (ii) declaration confirming that he meets the criteria of independence as prescribed under the Act and the SEBI LODR Regulations;
- (iii) confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- (iv) confirmation that he is registered in the Independent Director's databank and
- (v) declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Dhaval Vakharia fulfils the conditions of independence specified in the Act, the SEBI LODR Regulations and is independent of the management.

Mr. Dhaval Vakharia also fulfils the conditions specified in Sections 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI LODR Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force).

As an Additional Director, Mr. Dhaval Vakharia shall hold office upto the date of the next general meeting of the Company or for a period of three months from the date of appointment by the Board of Directors, whichever is earlier and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the Shareholders. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Dhaval Vakharia for the office of Director of the Company.

Accordingly, it is proposed to seek approval of members of the Company through Postal Ballot for appointment of Mr. Dhaval Vakharia as an Independent Director on the Board of Directors of the Company to hold office for a period of consecutive five years from April 12, 2024 to April 11, 2029 not liable to retire by rotation. The Board of Directors of the Company recommends the resolution set out in this Postal Ballot notice for the approval of the Members.



The profile and other relevant information as required under the Act, SEBI LODR Regulations and SS-2 are mentioned below:



Mr. Dhaval Vakharia has more than 20 years of experience in Private Equity and Venture Capital Funds and its portfolio companies' compliance, accounting, risk management, international /corporate taxation and regulatory services.

He had served as Leadership position at industry level through industry forums and active participation in making representation to various government authorities; including Finance Secretary of India, Ministry of Finance, SEBI, RBI, IRDA, CFO Forums.

Pursuant to regulation 36(3) of the SEBI LODR Regulations and clause 1.2.5 of Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India, the particulars of Directors who are proposed to be appointed/ reappointed are given below:

<b>Name</b>	Mr. Dhaval Vakharia
<b>DIN</b>	07787013
<b>Date of Birth and Age</b>	DOB: 22/03/1979 Age: 45 years
<b>Date of first appointment on the Board</b>	April 12, 2024 (as an Additional Director in the capacity of an Independent Director of the Company for a period of five years from April 12, 2024 to April 11, 2029, subject to approval of the members of the Company)
<b>Terms and conditions of appointment</b>	As per the resolution set out in this Notice read with the Explanatory Statement thereto
<b>Qualification</b>	Chartered Accountants, Diploma in Information Security Audit and Certified Internal Auditor, USA.
<b>Experience / Expertise in specific functional area</b>	More than 20 years of experience in Private Equity and Venture Capital Funds and its portfolio companies' compliance, accounting, risk management, international /corporate taxation and regulatory services.
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	NIL
<b>Directorship held in other companies</b>	He is Director in VTS Custodian Services Private Limited, Divergent Media Private Limited and Juno Moneta Finserve Private Limited
<b>Membership / Chairmanships of Committees of other India Companies</b>	NIL
<b>Name of listed entities from which the person has resigned in the past three years as a director</b>	NIL

<b>No. of Shares held in the Company as of date of Postal Ballot Notice (including shareholding as a beneficial owner)</b>	NIL
<b>Number of meetings of the Board attended during the financial year 2023-24</b>	NA
<b>Skills and capabilities required for position of Independent Director and the manner in which the proposed person meets such requirements</b>	The Company has identified general experience in industry, corporate management, general management, experience in corporate management, Finance, Tax, legal and general commercial expertise as the skills sets, expertise and competencies required in the context of Company's business. The proposed Director to be re-appointed as an Independent Directors of the Company meets the required skills, capabilities, expertise required by the Company for the position of Independent Director based on their Educational Background, Knowledge, experiences and expertise in their field including but not limited to Legal, Taxation, Finance, regulatory compliance management etc.
<b>Inter -se relationships between</b> <ul style="list-style-type: none"> <li>• <b>Directors</b></li> <li>• <b>Key Managerial Personnel</b></li> </ul>	NIL
<b>Listed companied from which the person has resigned in the past three years</b>	NIL

A copy of the draft letter of appointment of Mr. Dhaval Vakharia setting out the terms and conditions of appointment has been uploaded on the website of the Company at [www.rcvp.in](http://www.rcvp.in).

Other than Mr. Dhaval Vakharia, to whom the resolution relates and his relatives, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Resolution as set out in this Postal Ballot notice.

The Board of Directors of the Company recommends the resolution set out at Item No. 2 for approval of the Members.

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

**Mahesh K. Shah  
Managing Director  
(DIN 00054351)**

Place: Mumbai  
Date: April 12, 2024  
**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](http://www.rcvp.in)**

Information at glance:	Notes
Particulars	
Cut-off date to determine eligible members to vote on the resolutions	Friday, April 05, 2024
Voting start time and date	9.00 a.m.IST on Saturday, April 13, 2024
Voting end time and date	5.00 p.m.IST on Sunday, May 12, 2024
Date on which the resolution is deemed to be passed	Last date of voting i.e Sunday, May 12, 2024
Name, address and contact details of Registrar and Share Transfer Agent.	<p><b>Santosh Gamare</b>  <i>Deputy Vice President</i>  <b>Link Intime India Private Limited</b>  C 101, 247 Park, LBS Marg, Vikhroli (West),  Mumbai- 400 083  <b>Tel:</b> +91 22 49186000 - 79 <b>Fax:</b> +91 022 - 4918 6060  <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a></p>
Name, address and contact details of e-voting service provider	<p><b>Amit Vishal</b>  <i>Deputy Vice President</i>  <b>Pallavi Mhatre</b>  <i>Senior Manager</i>  National Securities Depository Limited  4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India  Contact details: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>;  Contact number- 022 - 4886 7000 and 022 - 2499 7000  <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p>
NSDL e-voting website address	