

Royal Cushion Vinyl Products Limited

Cin no: L24110MH1983PLC031395
"Shlok" 60 – CD,
Govt. Industrial Estate, Charkop,
Kandivali (W), Mumbai – 400 067
Tel: + 91 22 32655828, 28603514, 16
Website: www.rcvp.in

February 12, 2024

To
BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, Phiroze Jeejabhoy Towers
Mumbai – 400001,
Maharashtra, India.

Script Symbol: ROYALCU | Script Code: 526193 | ISIN: INE618A01011

Subject: Summary of proceedings of the meetings of the Equity Shareholders of Royal Cushion Vinyl Products Limited ('Company') held on February 12, 2024, convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT')

We refer to our letter dated January 11, 2024, wherein the Company had submitted the notice of the meeting of the Equity Shareholders of Royal Cushion Vinyl Products Limited to be held on February 12, 2024.

Pursuant to the order dated December 15, 2023 read with the addendum order dated December 22, 2023 ("**NCLT Order**"), the Mumbai Bench of the National Company Law Tribunal ("**NCLT**") in the Company Scheme Application No. CAA/252/MB/C-III/2023 and in compliance with applicable provisions of the Companies Act, 2013 ('**Act**') and rules framed thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR Regulations**'), each as amended from time to time, the meeting of the Equity Shareholders of the Company was held on Monday, February 12, 2024, at 11.00 A.M. (IST), through two-way video conferencing/other audio-visual means ('**VC/OAVM**') ('**Meeting**') to approve the Scheme of Amalgamation in the nature of merger / amalgamation of Royal Spinwell and Developers Private Limited ("**Transferor Company**") with Royal Cushion Vinyl Products Limited ("**Transferee Company**") and their respective shareholders and creditors ('**Scheme**').

The Scheme has been approved by the Equity Shareholders of the Company with requisite majority.

In this regard, please find enclosed summary of the proceedings of the Meeting of the Equity Shareholders of the Company, as required under Regulation 30 and Part A of Schedule III of the SEBI LODR Regulations enclosed as **Annexure A**.



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The results of the remote e-voting (prior to as well as during the meeting) in respect of meeting of Equity Shareholders of the Company and the Scrutinizer's Report thereon, shall be submitted separately.

Kindly take the same on record.

Thanking you,

For Royal Cushion Vinyl Products Limited



Deepti Parekh
Company Secretary
ACS60978



Enclosures: As above.

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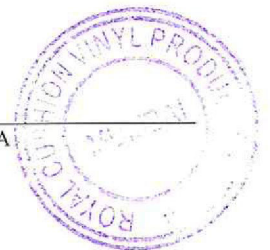
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Annexure A

Summary of proceedings of the Meeting of the Equity Shareholders of Royal Cushion Vinyl Products Limited ('Company') held on February 12, 2024, convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT'):

1. The Meeting of the Equity Shareholders of the Company convened pursuant to the directions of the Hon'ble NCLT was held today, i.e., Monday, February 12, 2024 at scheduled commencement time of 11:00 A.M. (IST) through two-way video conferencing/other audio-visual means ('VC/OAVM') ('Meeting'). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ('Act'), read with the applicable general circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), other applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2').
2. All the members of the Board of Directors of the Company, Chief Financial Officer and the Company Secretary were present at the scheduled time for commencement of the Meeting.
3. The Hon'ble NCLT vide its order dated December 15, 2023 read with the addendum order dated December 22, 2023 ("NCLT Order"), had appointed Mr. Anmol Jha (Membership No. F5962) as the Chairperson of the Meeting and failing him, Ms. Pooja Singhal (Membership No. A19094) to be the alternate Chairperson for the Meeting. Accordingly, Mr. Anmol Jha, presided over the Meeting as the Chairperson for the Meeting.
4. In terms of the NCLT Order and notice of the Meeting dated January 11, 2024 sent to the Equity Shareholders of the Company ("Notice of Meeting"), the quorum for the Meeting was three hundred (300) in number of the equity shareholders of the Transferee Company. Further in terms of the NCLT Order and Notice of Meeting, in case the aforesaid quorum for the Meeting is not present within half an hour from the commencement of the Meeting, then the members present shall be the quorum and meeting can be held and proceeded with. In view thereof, since the requisite quorum for the Meeting was not present at scheduled time of commencement of the Meeting viz. 11.00 A.M. (IST), the Meeting was adjourned / kept on hold and did not commence until 11.30 A.M. (IST). At 11.30 A.M. (IST), the the Meeting was called to be in order.
5. The Chairperson conducted the Meeting with the assistance of Ms. Deepti Parekh, Company Secretary and Compliance Officer of the Company.
6. Ms. Deepti Parekh informed that pursuant to NCLT Order, Mrs. Rachana Shanbhag (Membership No. FCS 8227), Practicing Company Secretaries were appointed as Scrutinizer to scrutinize the votes cast by remote e-voting prior to the Meeting as well as e-voting during the Meeting, in a fair and transparent manner.



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7. Ms. Deepti Parekh welcomed all the members and other attendees present at the Meeting. She then proceeded ahead with the introduction of the members of the Board of Directors and key managerial personnel of the Company present at the Meeting.
8. Mrs. Deepti Parekh provided the members with the necessary details relating to their participation in the Meeting through VC/OAVM. She informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has provided electronic voting facility to the Members entitled to cast their vote at the Meeting. The remote e-voting commenced at 9.00 A.M. on Friday, February 9, 2024 and ended at 5.00 P.M. on Sunday, February 11, 2024 with cut-off date for determining shareholders entitled to vote being Monday, February 5, 2024. The facility for voting through electronic voting system was made available at the Meeting for Members who had not cast their vote through remote e-voting.
9. Ms. Deepti Parekh informed that the Notice of the Meeting along with other relevant documents in connection with the said Scheme and as referred to in the Notice had been dispatched to the Equity Shareholders through electronic means via e-mail to those Equity Shareholders whose e-mail addresses were registered with the Registrar & Transfer Agent/Depository Participant(s)/Depositories.
10. Ms. Deepti Parekh informed the attendees that the Meeting was convened for Equity Shareholders to consider and if thought fit, approve the to approve the Scheme of Amalgamation in the nature of merger / amalgamation of Royal Spinwell and Developers Private Limited (“**Transferor Company**”) with Royal Cushion Vinyl Products Limited (“**Transferee Company**”) and their respective shareholders and creditors (“**Scheme**”). She also briefed about the rationale and intended objectives of the Scheme.
11. The Notice of Meeting dated January 11, 2024 was taken as read as the same was already circulated to the members. The following resolution set out in the Notice convening the Meeting was put up to the Shareholders for voting during the Meeting:

| Item No. | Details of the Resolution |
|----------|---|
| 1. | Approval for Scheme of Amalgamation in the nature of merger / amalgamation of Royal Spinwell and Developers Private Limited (“ Transferor Company ”) with Royal Cushion Vinyl Products Limited (“ Transferee Company ”) and their respective shareholders and creditors (“ Scheme ”) |

12. The Chairperson then invited the Equity Shareholders to express their views, ask questions and seek clarifications on the proposed Scheme of Amalgamation. The Chairperson with the assistance of Ms. Deepti Parekh appropriately responded to the questions asked and clarifications sought by the Equity Shareholders.



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13. Ms. Deepti Parekh informed that the facility for e-voting will continue to remain open for a period of 15 minutes post conclusion of the Meeting and requested the members who had not exercised their votes through the remote e-voting, to cast their votes through e-voting facility available at the Meeting and thereafter, the Meeting will be deemed to be closed with a vote of thanks.
14. The members were informed that the voting results along with the consolidated Scrutinizers' Report will be announced within two working days of the conclusion of the Meeting and the results would be informed to the BSE Limited and also be placed on the website of the Company and National Securities Depository Limited.
15. Ms. Deepti Parekh then thanked all the attendees including the Equity Shareholders for attending and participating at the Meeting.

