Cin no: L24110MH1983PLC031395

"Shlok" 60 - CD,

Govt. Industrial Estate, Charkop, Kandivali (W), Mumbai – 400 067 Tel: + 91 22 32655828, 28603514, 16

Fax: +91 22 28603565 Website: www.rcvp.in

September 27, 2017

To,
The Secretary
Bombay Stock Exchange Ltd.
Corporate Relation Department
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejebhoy Towers,
Mumbai 400 001.

Ref:-Scrip Code No.526 193

SUB:- Intimation of Proceedings of 33<sup>rd</sup> AGM of the Company held on 27<sup>th</sup> September, 2017

Dear Sir/ Madam,

In continuation of our letter dated 26<sup>th</sup> September, 2017 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby intimate that the 33<sup>rd</sup> Annual General Meeting of the Company was held on 26<sup>th</sup> September, 2017 at 2<sup>nd</sup> Floor, Conference Room, 60 CD, "SHLOK", Govt. Industrial Estate, Charkop, Kandivali West, Mumbai-400067.

The resolutions were passed unanimously/ with requisite majority through remote e-voting and voting by means of poll/ballot paper.

The Proceedings of the resolutions passed is enclosed herewith.

This is for your information please.

Thanking you,

For ROYAL CUSHION VINYL PRODUCTS LTD.

Vinod Shah

Whole Time Director

00054667

Cin no: L24110MH1983PLC031395

"Shlok" 60 - CD,

Govt. Industrial Estate, Charkop, Kandivali (W), Mumbai – 400 067 Tel: + 91 22 32655828, 28603514, 16

Fax: +91 22 28603565 Website: www.rcvp.in

#### Proceedings of the 33<sup>rd</sup> Annual General Meeting

| Item No. | Agenda Item  | Resolution(s)          | Result             |      |           |
|----------|--|------------------------|--------------------|------|-----------|
| 1.       | Adopted the Audited Balance Sheet as on 31 <sup>st</sup> March, 2017, the Profit & Loss Account for the year ended on that date and the report of Director's & Auditors thereon.                   | Ordinary<br>Resolution | Passed<br>majority | with | requisite |
| 2.       | Reappointment of Mr. Arvind Motasha (Din :00228368), who retires by rotation and being eligible, offers himself for reappointment.   | Ordinary<br>Resolution | Passed<br>majority | with | requisite |
| 3.       | Reappointment of Mr. Mukesh A. Motasha (Din :00059929), who retires by rotation and being eligible, offers himself for reappointment.  | Ordinary<br>Resolution | Passed<br>majority | with | requisite |
| 4.       | Appointment of M/s. Bipin & Co, Chartered Accountants, as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2022. | Ordinary<br>Resolution | Passed<br>majority | with | requisite |
| 5.       | Approval of borrowing money upto Rs. 500 Crores.   | Special<br>Resolution  | Passed<br>majority | with | requisite |
| 6.       | Approval of creation of charge/security over the assets of the Company in respect of borrowing.  | Ordinary<br>Resolution | Passed<br>majority | with | requisite |
| 7.       | Approval for availing/ already availed financial assistance from the related parties.  | Ordinary<br>Resolution | Passed<br>majority | with | requisite |
| 8.       | Approval to enter into a contract with related party under section 188 of the Companies Act, 2013.   | Ordinary<br>Resolution | Passed<br>majority | with | requisite |

Thanking you,

For ROYAL CUSHION ANY IN PRODUCTS LTD

Vind Shah

Whole Time Director

00054667

Encl:- 1) Regulation 44A

2)Scrutinizer Report

Cin no: L24110MH1983PLC031395

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Govt. Industrial Estate, Charkop, Kandivali (W), Mumbai – 400 067 Tel: + 91 22 32655828, 28603514, 16

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September 27, 2017

To,
The Secretary
Bombay Stock Exchange Ltd.
Corporate Relation Department
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejebhoy Towers,
Mumbai 400 001.

#### Ref:-Scrip Code No.526 193

Sub:- Compliance under Regulation 44 (3) of SEBI (Listing Obligations and Disclosures Requirements) regulation, 2015.

Dear Sir/ Madam,

The 33<sup>rd</sup> Annual General Meeting of the Company was held on 26<sup>th</sup> September, 2017 at 2<sup>nd</sup> Floor, Conference Room, 60 CD, "SHLOK", Govt. Industrial Estate, Charkop, Kandivali West, Mumbai- 400067.

The Company had appointed Mr. Gaurang Shah, Practicing Company Secretary (C.P. No. 32581) as the Scrutinizer for conducting the remote e-voting ad for conducting the voting process at the Annual General Meeting. The Scrutinizer has submitted his report today i.e. September 27, 2017.

On the basis of the report received from the scrutinizer, the Chairman of the meeting declared the following results today i.e. September 27, 2017

| Item No. | Agenda Item  | Resolution(s)          | Result             |      |           |
|----------|--|------------------------|--------------------|------|-----------|
| 1.       | Adopted the Audited Balance Sheet as on 31 <sup>st</sup> March, 2017, the Profit & Loss Account for the year ended on that date and the report of Director's & Auditors thereon.                   | Ordinary<br>Resolution | Passed<br>majority | with | requisite |
| 2.       | Reappointment of Mr. Arvind Motasha (Din :00228368), who retires by rotation and being eligible, offers himself for reappointment.   | Ordinary<br>Resolution | Passed majority    | with | requisite |
| 3.       | Reappointment of Mr. Mukesh A. Motasha (Din :00059929), who retires by rotation and being eligible, offers himself for reappointment.  | Ordinary<br>Resolution | Passed majority    | with | requisite |
| 4.       | Appointment of M/s. Bipin & Co, Chartered Accountants, as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2022. | Ordinary<br>Resolution | Passed majority    | with | requisite |

Cin no: L24110MH1983PLC031395

"Shlok" 60 - CD,

Govt. Industrial Estate, Charkop, Kandivali (W), Mumbai – 400 067 Tel: + 91 22 32655828, 28603514, 16

Fax: +91 22 28603565 Website: www.rcvp.in

| 5. | Approval of borrowing money upto Rs. 500 Crores.   | Special<br>Resolution  | Passed<br>majority | with | requisite |
|----|--|------------------------|--------------------|------|-----------|
| 6. | Approval of creation of charge/security over the assets of the Company in respect of borrowing.    |                        | Passed<br>majority | with | requisite |
| 7. | Approval for availing/ already availed financial assistance from the related parties.              | Ordinary<br>Resolution | Passed<br>majority | with | requisite |
| 8. | Approval to enter into a contract with related party under section 188 of the Companies Act, 2013. | Ordinary<br>Resolution | Passed<br>majority | with | requisite |

Although the Company provided the facility for casting votes by means of poll/ballot paper at the venue of AGM, shareholders availed the said facility.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, please find enclosed the details regarding the consolidated voting results of the Resolution(s) passed at the Annual General Meeting in the prescribed format.

The Scrutinizers Report is also enclosed for your records.

Yours Faithfully,

For ROYAL CUSHION VINYL PRODUCTS LTD.

Vinod Shah

Whole Time Director

00054667

Encl: As above

Cin no: L24110MH1983PLC031395

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Fax: +91 22 28603565 Website: www.rcvp.in

#### Details of Voting Results

| Date of the AGM:   | 33 <sup>rd</sup> Annual General Meeting held on 26 <sup>th</sup> September, 2017 |
|--|--|
| Total number of shareholders on record/cutoff date for e-voting  | 3353   |
| No. of shareholder's present in the meeting either in person or through proxy:                                   | 33   |
| Promoter and Promoter Group:   | 29   |
| Public:  | 4  |
| No. of Shareholders attended the meeting<br>through video conferencing<br>Promoter and Promoter Group:<br>Public | Not Provided   |

For Royal Cashine vary. I palacis Lad.

Authorized Signatury / Director

| Resolution required: Ordinary  Whether Promoter/Promoter Group are interested in the agenda//resolution? |                |               | 1. Adopted the Audited Balance Sheet as on 31st March, 2017, the Profit & Loss Account for the year ended on that date and the report of Director's & Auditors thereon. |                       |              |              |                      |                      |  |  |  |  |
|--|----------------|---------------|---|-----------------------|--------------|--------------|----------------------|----------------------|--|--|--|--|
|  |                | Yes           |   |                       |              |              |                      |                      |  |  |  |  |
| Category   | Mode of voting | No. of shares | No. of Votes polled   | % of votes polled on  | No. of votes | No. of Votes | % of votes in favour | % of votes           |  |  |  |  |
|  |                | Held          |   | outstanding<br>shares | In favour    | against      | On votes polled      | Against votes polled |  |  |  |  |
|  |                | 1.            | 2   | (3)=[(2)/(1)]*100     | 4            | 5            | (6)=[(4)/(2)]*100    | (7=[(5)/(2)]*100     |  |  |  |  |
| Promoter and   | E-voting       | -             | -   | -                     | -            | -            | -                    | *                    |  |  |  |  |
| promoter Group   | Poll           | 4526612       | 4526612   | 100                   | 4526612      | -            | 100                  |                      |  |  |  |  |
|  | Total          | 4526612       | 4526612   | 100                   | 4526612      | -            | 100                  | -                    |  |  |  |  |
| Public Institutions  | E-voting       | -             | -   | -                     | -            | -            | -                    | -                    |  |  |  |  |
|  | Poll           | -             | -   | -                     | 1=1          | -            | -                    |                      |  |  |  |  |
|  | Total          | -             | -   | -                     | -            | -            | -                    | -                    |  |  |  |  |
| Non Public   | E-voting       | -             | -   | •                     |              | -            | -                    | -                    |  |  |  |  |
| Institutions   | Poll           | 3950          | 3950  | 100                   | 3950         | -            | 100                  | ••                   |  |  |  |  |
|  | Total          | 3950          | 3950  | 100                   | 3950         | -            | 100                  | -                    |  |  |  |  |
| Grand Total  |                | 4530562       | 4530562   | 100                   | 4530562      | -            | 100                  |                      |  |  |  |  |

| Resolution requ   | ired: Ordinary |               | 2. Reappointment of Mr. Arvind V. Motasha (Din :00228368), who retires by rotation and being eligible, offers himself for reappointment. |                      |              |              |                      |                      |  |  |  |  |  |
|---|----------------|---------------|--|----------------------|--------------|--------------|----------------------|----------------------|--|--|--|--|--|
| Whether Promoter/Promoter Group are interested in the agenda//resolution? |                | Yes           |  |                      |              |              |                      |                      |  |  |  |  |  |
| Category  | Mode of voting | No. of shares | No. of Votes polled  | % of votes polled on | No. of votes | No. of Votes | % of votes in favour | % of votes           |  |  |  |  |  |
|   |                | Held          |  | outstanding shares   | In favour    | against      | On votes polled      | Against votes polled |  |  |  |  |  |
|   |                | 1.            | 2  | (3)=[(2)(1)]*100     | 4            | 5            | (6)=[(4)/(2)]*100    | (7=[(5)/(2)]*100     |  |  |  |  |  |
| Promoter and  | E-voting       | -             | -  | -                    | -            | -            | -                    | -                    |  |  |  |  |  |
| promoter<br>Group   | Poll           | 4526612       | 4526612  | 100                  | 4526612      | -            | 100                  | -                    |  |  |  |  |  |
|   | Total          | 4526612       | 4526612  | 100                  | 4526612      |              | 100                  | _                    |  |  |  |  |  |
| Public  | E-voting       | _             | -  | -                    | -            | -            | -                    | -                    |  |  |  |  |  |
| Institutions  | Poll           | -             | -  | -                    | -            | -            | -                    | -                    |  |  |  |  |  |
|   | Total          | -             | -  | -                    | -            | -            | -                    | -                    |  |  |  |  |  |
| Non Public  | E-voting       | -             | -  | -                    | -            | -            | -                    | -                    |  |  |  |  |  |
| Institutions  | Poll           | 3950          | 3950   | 100                  | 3950         | -            | 100                  | -                    |  |  |  |  |  |
|   | Total          | 3950          | 3950   | 100                  | 3950         |              | 100                  | -                    |  |  |  |  |  |
| Grand Total   |                | 4530562       | 4530562  | 100                  | 4530562      | -            | 100                  |                      |  |  |  |  |  |

For Royal Cushion Vinyl Products Ltd.

Authorised Signatory / Director

| Resolution requir   | ed: Ordinary   | 3. Reappointm | ent of Mr. Muke        | sh A. Motasha (Din :  | 00059929), who | retires by rotation | n and being eligible, | offers himself for   |  |  |  |  |
|---|----------------|---------------|------------------------|-----------------------|----------------|---------------------|-----------------------|----------------------|--|--|--|--|
| Whether Promoter/Promoter<br>Group are interested in the<br>agenda//resolution? |                | Yes           |                        |                       |                |                     |                       |                      |  |  |  |  |
| Category  | Mode of voting | No. of shares | No. of Votes<br>polled | % of votes polled on  | No. of votes   | No. of Votes        | % of votes in favour  | % of votes           |  |  |  |  |
|   |                | Held          |                        | outstanding<br>shares | In favour      | against             | On votes polled       | Against votes polled |  |  |  |  |
|   |                | 1.            | 2                      | (3)=[(2)(1)]*100      | 4              | 5                   | (6)=[(4)/(2)]*100     | (7=[(5)/(2)]*100     |  |  |  |  |
| Promoter and  | E-voting       | -             | -                      | -                     | -              | -                   | -                     | -                    |  |  |  |  |
| promoter Group  | Poll           | 4526612       | 4526612                | 100                   | 4526612        | -                   | 100                   |                      |  |  |  |  |
|   | Total          | 4526612       | 4526612                | 100                   | 4526612        |                     | 100                   | _                    |  |  |  |  |
| Public  | E-voting       | -             | -                      | -                     | -              | -                   |                       |                      |  |  |  |  |
| Institutions  | Poll           |               | -                      | -                     | -              |                     | -                     | _                    |  |  |  |  |
|   | Total          | _             | -                      | -                     | -              | -                   | -                     | _                    |  |  |  |  |
| Non Public  | E-voting       | -             | -                      | -                     | -              | -                   | -                     | _                    |  |  |  |  |
| Institutions  | Poll           | 3950          | 3950                   | 100                   | 3950           | _                   | 100                   |                      |  |  |  |  |
|   | Total          | 3950          | 3950                   | 100                   | 3950           |                     | 100                   | -                    |  |  |  |  |
| Grand Total   |                | 4530562       | 4530562                | 100                   | 4530562        | -                   | 100                   | _                    |  |  |  |  |

| Resolution requir |   | 4. Appoint conclusi | ment of M/s. Bip<br>on of the Annua | oin & Co., Chartered<br>I General Meeting to | Accountants, a | s Statutory Audit | ors of the Company   | to hold office till th |
|-------------------|---|---------------------|-------------------------------------|--|----------------|-------------------|----------------------|------------------------|
|                   | er/Promoter Group are agenda//resolution? | Yes                 |                                     | 9  |                | ·                 | 7                    |                        |
| Category          | Mode of voting                            | No. of shares       | No. of Votes polled                 | % of votes polled on                         | No. of votes   | No. of Votes      | % of votes in favour | % of votes             |
|                   |   | Held                |                                     | outstanding shares                           | In favour      | against           | On votes polled      | Against votes polled   |
|                   |   | 1.                  | 2                                   | (3)=[(2)(1)]*100                             | 4              | 5                 | (6)=[(4)/(2)]*100    | (7=[(5)/(2)]*100       |
| Promoter and      | E-voting                                  | -                   | -                                   | -  | _              | -                 | -                    | -                      |
| promoter Group    | Poll                                      | 4526612             | 4526612                             | 100  | 4526612        | -                 | 100                  |                        |
|                   | Total                                     | 4526612             | 4526612                             | 100  | 4526612        | -                 | 100                  | -                      |
| Public            | E-voting                                  | -                   | -                                   | -  | -              |                   | -                    | -                      |
| Institutions      | Poll                                      | 1-1                 | -                                   | -  | -              | -                 | _                    |                        |
|                   | Total                                     | -                   | -                                   | _  | -              | -                 |                      |                        |
| Non Public        | E-voting                                  | -                   | -                                   | -  |                | _                 |                      |                        |
| Institutions      | Poll                                      | 3950                | 3950                                | 100  | 3950           | _                 | 100                  | -                      |
|                   | Total                                     | 3950                | 3950                                | 100  | 3950           | -                 | 100                  | _                      |
| Grand Total       |   | 4530562             | 4530562                             | 100  | 4530562        | -                 | 100                  |                        |

For Royal Cushion Vanyl Products Ltd.

Authorised Signatory / Director

| Resolution requir   | red: Special   | 5. Approval of | borrowing money        | upto Rs. 500 crores   |              |              |                      |                      |
|---|----------------|----------------|------------------------|-----------------------|--------------|--------------|----------------------|----------------------|
| Whether Promoter/Promoter<br>Group are interested in the<br>agenda//resolution? |                | Yes            |                        |                       |              |              |                      |                      |
| Category  | Mode of voting | No. of shares  | No. of Votes<br>polled | % of votes polled on  | No. of votes | No. of Votes | % of votes in favour | % of votes           |
|   |                | Held           |                        | outstanding<br>shares | In favour    | against      | On votes polled      | Against votes polled |
|   |                | 1.             | 2                      | (3)=[(2)(1)]*100      | 4            | 5            | (6)=[(4)/(2)]*100    | (7=[(5)/(2)]*100     |
| Promoter and  | E-voting       | -              | -                      |                       | -            | -            | -                    | -                    |
| promoter Group  | Poll           | 4526612        | 4526612                | 100                   | 4526612      | -            | 100                  | -                    |
|   | Total          | 4526612        | 4526612                | 100                   | 4526612      | -            | 100                  |                      |
| Public  | E-voting       | -              | -                      | -                     | -            | _            | -                    |                      |
| Institutions  | Poll           | -              | -                      | -                     | _            |              | -                    | _                    |
|   | Total          | -              | -                      | -                     | _            |              |                      |                      |
| Non Public  | E-voting       | -              | -                      | -                     |              | -            | 1 .                  |                      |
| Institutions  | Poll           | 3950           | 3950                   | 100                   | 3950         | -            | 100                  |                      |
|   | Total          | 3950           | 3950                   | 100                   | 3950         |              | 100                  | _                    |
| Grand Total   |                | 4530562        | 4530562                | 100                   | 4530562      | 12           | 100                  |                      |

| Resolution requir | red: Ordinary                             | 6. Approva    | of creation of c       | harge/security over t | he assets of the | Company in respe     | ct of outstanding.   |                      |
|-------------------|---|---------------|------------------------|-----------------------|------------------|----------------------|----------------------|----------------------|
|                   | er/Promoter Group are agenda//resolution? | Yes           |                        |                       |                  | - in party in respec | or or outstanding.   |                      |
| Category          | Mode of voting                            | No. of shares | No. of Votes<br>polled | % of votes polled on  | No. of votes     | No. of Votes         | % of votes in favour | % of votes           |
|                   |   | Held          |                        | outstanding shares    | In favour        | against              | On votes polled      | Against votes polled |
|                   |   | 1.            | 2                      | (3)=[(2)(1)]*100      | 4                | 5                    | (6)=[(4)/(2)]*100    | (7=[(5)/(2)]*100     |
| Promoter and      | E-voting                                  | -             | -                      | -                     | -                | -                    | -                    | -                    |
| promoter Group    | Poll                                      | 4526612       | 4526612                | 100                   | 4526612          | _                    | 100                  | _                    |
|                   | Total                                     | 4526612       | 4526612                | 100                   | 4526612          | -                    | 100                  | -                    |
| Public            | E-voting                                  | -             | -                      | -                     | -                | -                    | -                    | _                    |
| Institutions      | Poll                                      | -             | -                      | -                     | -                | -                    | _                    | _                    |
|                   | Total                                     | -             | -                      | -                     | -                | -                    |                      |                      |
| Non Public        | E-voting                                  | -             | -                      | -                     |                  | _                    |                      | _                    |
| Institutions      | Poll                                      | 3950          | 3950                   | 100                   | 3950             | _                    | 100                  |                      |
|                   | Total                                     | 3950          | 3950                   | 100                   | 3950             | -                    | 100                  |                      |
| Grand Total       |   | 4530562       | 4530562                | 100                   | 4530562          | -                    | 100                  | _                    |

For Royal Cushion Vinyl Products Ltd.

Authorized Signatory / Director

| Resolution requir   | red: Ordinary  | 7. Approval for | availing/ already   | availed financial assi | stance from the | related parties. |                      |                      |  |  |  |  |
|---|----------------|-----------------|---------------------|------------------------|-----------------|------------------|----------------------|----------------------|--|--|--|--|
| Whether Promoter/Promoter<br>Group are interested in the<br>agenda//resolution? |                | Yes             | Yes                 |                        |                 |                  |                      |                      |  |  |  |  |
| Category  | Mode of voting | No. of shares   | No. of Votes polled | % of votes polled on   | No. of votes    | No. of Votes     | % of votes in favour | % of votes           |  |  |  |  |
|   |                | Held            |                     | outstanding shares     | In favour       | against          | On votes polled      | Against votes polled |  |  |  |  |
|   |                | 1.              | 2                   | (3)=[(2)(1)]*100       | 4               | 5                | (6)=[(4)/(2)]*100    | (7=[(5)/(2)]*100     |  |  |  |  |
| Promoter and  | E-voting       |                 | -                   | -                      | -               | -                | -                    | -                    |  |  |  |  |
| promoter Group  | Poll           | 4526612         | 4526612             | 100                    | 4526612         | -                | 100                  | -                    |  |  |  |  |
|   | Total          | 4526612         | 4526612             | 100                    | 4526612         | _                | 100                  |                      |  |  |  |  |
| Public  | E-voting       | -               |                     | -                      | -               | -                | -                    | -                    |  |  |  |  |
| Institutions  | Poll           | -               | -                   | -                      | -               | -                | 1=2                  | _                    |  |  |  |  |
|   | Total          | -               | -                   | -                      |                 | -                |                      | _                    |  |  |  |  |
| Non Public  | E-voting       | -               | <u>-</u>            | -                      | -               | -                | -                    |                      |  |  |  |  |
| Institutions  | Poll           | 3950            | 3950                | 100                    | 3950            | _                | 100                  | -                    |  |  |  |  |
|   | Total          | 3950            | 3950                | 100                    | 3950            | -                | 100                  | _                    |  |  |  |  |
| Grand Total   |                | 4530562         | 4530562             | 100                    | 4530562         | -                | 100                  |                      |  |  |  |  |

| Resolution required: Ordinary  Whether Promoter/Promoter Group are interested in the agenda//resolution? |                | 8. Approval t | 8. Approval to enter into a contract with related party under section 188 of the Companies Act, 2013. |                      |              |              |                      |                      |  |  |  |  |
|--|----------------|---------------|---|----------------------|--------------|--------------|----------------------|----------------------|--|--|--|--|
|  |                | Yes           |   |                      |              |              |                      |                      |  |  |  |  |
| Category   | Mode of voting | No. of shares | No. of Votes<br>polled  | % of votes polled on | No. of votes | No. of Votes | % of votes in favour | % of votes           |  |  |  |  |
|  |                | Held          |   | outstanding shares   | In favour    | against      | On votes polled      | Against votes polled |  |  |  |  |
|  |                | 1.            | 2   | (3)=[(2)(1)]*100     | 4            | 5            | (6)=[(4)/(2)]*100    | (7=[(5)/(2)]*100     |  |  |  |  |
| Promoter and   | E-voting       | -             | -   | -                    |              | -            | -                    | -                    |  |  |  |  |
| promoter Group   | Poll           | 4526612       | 4526612   | 100                  | 4526612      | _            | 100                  | -                    |  |  |  |  |
|  | Total          | 4526612       | 4526612   | 100                  | 4526612      | _            | 100                  |                      |  |  |  |  |
| Public   | E-voting       | -             | -   | -                    | -            |              | -                    | -                    |  |  |  |  |
| Institutions   | Poll           | -             | -   | 8=                   | _            | -            | -                    | -                    |  |  |  |  |
|  | Total          |               | -   | -                    | -            | -            | -                    |                      |  |  |  |  |
| Non Public   | E-voting       | -             | -   | -                    | -            | -            | -                    | -                    |  |  |  |  |
| Institutions   | Poll           | 3950          | 3950  | 100                  | 3950         | -            | 100                  |                      |  |  |  |  |

For Royal Cushion Vinyl Products Ltd.

Authorised Signatory / Director

|             | Total | 3950    | 3950    | 100 | 3950    | - | 100 |   |
|-------------|-------|---------|---------|-----|---------|---|-----|---|
| Grand Total |       | 4530562 | 4530562 | 100 | 4530562 | - | 100 | _ |

For Royal Cushion Vinyl Products Ltd.

Authorised Signatory / Director



### **Practicing Company Secretaries**

Office: 302/ A -Wing, Rushabh Enclave, Near Ambemata Temple, Bhayander (W), Thane-401101.

#### Report of Scrutinizer on E-voting and Poll

To, Chairman ROYAL CUSHION VINYL PRODUCTS LIMITED

Of  $33^{rd}$  Annual General Meeting of shareholders of ROYAL CUSHION VINYL PRODUCTS on  $26^{th}$  September, 2017 at its registered office.

Dear Sir,

- I, Gaurang Shah, Practicing Company Secretary, being appointed as scrutinizer by the Board of Directors of the Company to conduct e-voting process and poll process under the provisions of Companies Act, 2013 in relation to the items transacted at the  $33^{\rm rd}$  Annual General Meeting held on  $26^{\rm th}$  September, 2017.
  - A. On the basis of the votes exercised by the 33 (Thirty Three) shareholders of ROYAL CUSHION VINYL PRODUCTS LIMITED through E-voting & poll. As requested by the management, I am now submitting herewith the combined report on results of E-voting together with the results of poll:

For GMS & Co., 1953 W. No. 32581 O. P. 11953 W. No. 32581 W. No. 3258

Date: 27/09/2017 Place: Mumbai

(Practicing Company Secretary) Mem. No: 32581, COP No: 11953

Contact Number: 09967810333/08898724732 Email id:16gmsandco@gmail.com



### **Practicing Company Secretaries**

Office: 302/ A- Wing, Rushabh Enclave, Near Ambemata Temple, Bhayander (W), Thane-401101.

#### **CONSOLIDATED RESULT**

|                | Conso  | olidated Res               | ROYAL                                  |                 | INYL PROI                | oll as on 26th S<br>DUCTS LTD<br>C031395) | eptember, 20       | 17 of                        |                                     |                       |                              |                          |
|----------------|--|----------------------------|--|-----------------|--------------------------|---|--------------------|------------------------------|-------------------------------------|-----------------------|------------------------------|--------------------------|
| Resol<br>ution | Heading of the resolution  | Types of resoluti          | Category                               | Types of voting | Valid vot                |   |                    |                              |                                     |                       | Invalid v                    | ote                      |
| No.            |  | on                         |  |                 | Voting in                | favour(Assent)                            |                    | Voting in favour(Di          | ssent)                              |                       |                              |                          |
| 1.             | Adoption of the Audited financial Statements for the financial year ended March 31, 2017 together with the reports of the Board of Directors and | Ordinary<br>Resolutio<br>n |  |                 | No. Of<br>shares<br>held | No. of Vote<br>Casted                     | (%) valid<br>votes | No. of<br>Member<br>s voting | No.<br>of<br>Vot<br>e<br>Cas<br>ted | (%)<br>valid<br>votes | No. of<br>Member<br>s voting | No. of<br>Vote<br>Casted |
|                | Auditors thereon.  |                            |  | E-Voting        |                          |   |                    |                              |                                     |                       |                              |                          |
|                |  |                            | Promoter<br>and<br>Promoter's<br>Group |                 | Nil                      | Nil                                       | Nil                | Nil                          | Nil                                 | Nil                   | Nil                          | Nil                      |



### **Practicing Company Secretaries**

Office: 302/ A- Wing, Rushabh Enclave, Near Ambemata Temple, Bhayander (W), Thane-401101.

|    |   |                | Public institution                     |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|----|---|----------------|--|----------|---------|---------|---------|-----|-----|-----|-----|-----|
|    |   |                | Public Non<br>Institution              |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |   |                |  | Poll     |         |         |         |     |     |     |     |     |
|    |   |                | Promoter<br>and<br>Promoter's<br>Group |          | 4526612 | 4526612 | 4526612 | Nil | Nil | Nil | Nil | Nil |
|    |   |                | Public<br>institution                  |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |   |                | Public Non<br>Institution              |          | 3950    | 3950    | 3950    | Nil | Nil | Nil | Nil | Nil |
|    |   |                |  | Total    | 4530562 | 4530562 | 100%    | Nil | Nil | Nil | Nil | Nil |
| 2. | Re-appointment of Mr.   | Ordinary       |  | E-Voting |         |         |         |     |     |     |     |     |
|    | Arvind V. Motasha (DIN: 00228368), Director retiring by rotation. | Resolutio<br>n | Promoter<br>and<br>Promoter's<br>Group |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |   |                | Public<br>institution                  |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |   |                | Public Non<br>Institution              |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |   |                |  | Poll     |         |         |         |     |     |     |     |     |
|    |   |                | Promoter<br>and<br>Promoter's<br>Group |          | 4526612 | 4526612 | 4526612 | Nil | Nil | Nil | Nil | Nil |



### **Practicing Company Secretaries**

Office: 302/ A- Wing, Rushabh Enclave, Near Ambemata Temple, Bhayander (W), Thane-401101.

|    |   |                       | Public<br>institution                  |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|----|---|-----------------------|--|----------|---------|---------|---------|-----|-----|-----|-----|-----|
|    |   |                       | Public Non<br>Institution              |          | 3950    | 3950    | 3950    | Nil | Nil | Nil | Nil | Nil |
|    |   |                       |  | Total    | 4530562 | 4530562 | 100%    | Nil | Nil | Nil | Nil | Nil |
| 3. | Re-appointment of Ms.   | Ordinary              |  | E-Voting |         |         |         |     |     |     |     |     |
|    | Mukesh A. Motasha (DIN: 00059929), Director retiring by rotation. | Resolutio<br>n        | Promoter<br>and<br>Promoter's<br>Group |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |   |                       | Public<br>institution                  |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |   |                       | Public Non<br>Institution              |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |   |                       |  | Poll     |         |         |         |     |     |     |     |     |
|    |   | æ                     | Promoter<br>and<br>Promoter's<br>Group |          | 4526612 | 4526612 | 4526612 | Nil | Nil | Nil | Nil | Nil |
|    |   |                       | Public<br>institution                  |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |   |                       | Public Non<br>Institution              |          | 3950    | 3950    | 3950    | Nil | Nil | Nil | Nil | Nil |
|    |   |                       |  | Total    | 4530562 | 4530562 | 100%    | Nil | Nil | Nil | Nil | Nil |
| 4. | Appointment of M/s. Bipin & Co., Chartered                        | Ordinary<br>Resolutio |  | E-Voting |         |         |         |     |     |     |     |     |
|    | Accountants (F R No. :  | n                     | Promoter                               |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |



#### **Practicing Company Secretaries**

Office: 302/ A- Wing, Rushabh Enclave, Near Ambemata Temple, Bhayander (W), Thane-401101.

|    | 101509W) as Statutory<br>Auditors of the Company.  |                | and<br>Promoter's<br>Group             |          |         |         |         |     |     |     |     |     |
|----|--|----------------|--|----------|---------|---------|---------|-----|-----|-----|-----|-----|
|    |  |                | Public<br>institution                  |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |  |                | Public Non<br>Institution              |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
| į. |  |                |  | Poll     |         |         |         |     |     |     |     |     |
|    |  |                | Promoter<br>and<br>Promoter's<br>Group |          | 4526612 | 4526612 | 4526612 | Nil | Nil | Nil | Nil | Nil |
|    |  |                | Public<br>institution                  |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |  |                | Public Non<br>Institution              |          | 3950    | 3950    | 3950    | Nil | Nil | Nil | Nil | Nil |
|    |  |                |  | Total    | 4530562 | 4530562 | 100%    | Nil | Nil | Nil | Nil | Nil |
| 5. | Approval of borrowing  | Special        |  | E-Voting |         |         |         |     |     |     |     |     |
|    | money upto Rs.500 Crores<br>(including the money<br>already borrowed by the<br>company) or the aggregate | Resolutio<br>n | Promoter<br>and<br>Promoter's<br>Group |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    | of the paid-up capital & free reserves of the  |                | Public<br>institution                  |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    | company, whichever is higher.  |                | Public Non<br>Institution              |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |  |                |  | Poll     |         |         |         |     |     |     |     |     |
|    |  |                | Promoter                               |          | 4526612 | 4526612 | 4526612 | Nil | Nil | Nil | Nil | Nil |



### **Practicing Company Secretaries**

Office: 302/ A- Wing, Rushabh Enclave, Near Ambemata Temple, Bhayander (W), Thane-401101.

|    |  |                       | and Promoter's Group Public institution |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|----|--|-----------------------|---|----------|---------|---------|---------|-----|-----|-----|-----|-----|
|    |  |                       | Public Non<br>Institution               |          | 3950    | 3950    | 3950    | Nil | Nil | Nil | Nil | Nil |
|    |  |                       |   | Total    | 4530562 | 4530562 | 100%    | Nil | Nil | Nil | Nil | Nil |
| 6. | As per Clause 23 of listing agreement and  | Ordinary<br>Resolutio |   | E-Voting |         |         |         |     |     |     |     |     |
|    | provisions of section 188 of the Companies Act, 2013, the consent of Company be and is | n                     | Promoter<br>and<br>Promoter's<br>Group  |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    | hereby accorded for<br>entering into related   |                       | Public<br>institution                   |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    | party transactions by the<br>Company with Natroyal                                     |                       | Public Non<br>Institution               |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    | Industries Private   |                       |   | Poll     |         |         |         |     |     |     |     |     |
|    | Limited effect from 1st April, 2017.   |                       | Promoter<br>and<br>Promoter's<br>Group  |          | 4526612 | 4526612 | 4526612 | Nil | Nil | Nil | Nil | Nil |
|    |  |                       | Public<br>institution                   |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |  |                       | Public Non<br>Institution               |          | 3950    | 3950    | 3950    | Nil | Nil | Nil | Nil | Nil |



### **Practicing Company Secretaries**

Office: 302/ A- Wing, Rushabh Enclave, Near Ambemata Temple, Bhayander (W), Thane-401101.

|    |  |                |  | Total    | 4530562 | 4530562 | 100%    | Nil | Nil | Nil | Nil | Nil |
|----|--|----------------|--|----------|---------|---------|---------|-----|-----|-----|-----|-----|
| 7. | As per Clause 23 of  | Ordinary       |  | E-Voting |         |         |         |     |     |     |     |     |
|    | listing agreement and provisions of section 188 of the Companies Act, 2013, the consent of | Resolutio<br>n | Promoter<br>and<br>Promoter's<br>Group |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    | Company be and is hereby accorded for  |                | Public<br>institution                  |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    | availing/ already availed financial assistance from  |                | Public Non<br>Institution              |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    | the related parties  |                |  | Poll     |         |         |         |     |     |     |     |     |
|    |  |                | Promoter<br>and<br>Promoter's<br>Group |          | 4526612 | 4526612 | 4526612 | Nil | Nil | Nil | Nil | Nil |
|    |  |                | Public institution                     |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |  |                | Public Non<br>Institution              |          | 3950    | 3950    | 3950    | Nil | Nil | Nil | Nil | Nil |
|    |  |                |  | Total    | 4530562 | 4530562 | 100%    | Nil | Nil | Nil | Nil | Nil |
| 8. | As per Clause 23 of  | Ordinary       |  | E-Voting |         |         |         | 1   |     |     |     |     |
|    | listing agreement and provisions of section 188 of the Companies Act, 2013, the consent of | Resolutio<br>n | Promoter<br>and<br>Promoter's<br>Group | 3        | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |
|    |  |                | Public                                 |          | Nil     | Nil     | Nil     | Nil | Nil | Nil | Nil | Nil |



#### **Practicing Company Secretaries**

Office: 302/ A- Wing, Rushabh Enclave, Near Ambemata Temple, Bhayander (W), Thane-401101.

| Company be and is            | institution |       |   |         |                         |   |        |     |              |    |
|------------------------------|-------------|-------|---|---------|-------------------------|---|--------|-----|--------------|----|
| hereby accorded for          | Public Non  |       | Nil                                     | Nil     | Nil                     | Nil                                     | Nil    | Nil | Nil          | Ni |
| availing or rendering        | Institution |       |   |         |                         |   |        |     |              |    |
| services; purchase or sale   |             | Poll  |   |         |                         |   |        |     |              |    |
| of goods or materials or     | Promoter    |       | 4526612                                 | 4526612 | 4526612                 | Nil                                     | Nil    | Nil | Nil          | Ni |
| taking or giving the         | and         |       | 000000000000000000000000000000000000000 |         | 10.3.039 0.000 00.00000 | 100000000000000000000000000000000000000 | 343000 |     | 5-00-3350-00 |    |
| property on lease, up to     | Promoter's  |       |   |         |                         |   |        |     |              |    |
| INR 110 Crores per annum     | Group       |       |   |         |                         |   |        |     |              |    |
| w.e.f. 1st April, 2017 from/ | Public      |       | Nil                                     | Nil     | Nil                     | Nil                                     | Nil    | Nil | Nil          | Ni |
| to Natroyal Industries       | institution |       |   |         |                         |   |        |     |              |    |
| Private Limited, a 'Related  | Public Non  |       | 3950                                    | 3950    | 3950                    | Nil                                     | Nil    | Nil | Nil          | Ni |
| Party' as defined under      | Institution |       |   |         |                         |   |        |     |              |    |
| section 2(76) of the Act     |             |       |   |         |                         |   |        |     |              |    |
| and regulation 2 (zb) of     |             | Total | 4530562                                 | 4530562 | 100%                    | Nil                                     | Nil    | Nil | Nil          | Ni |
| the LODR Regulations.        |             |       |   |         |                         |   |        |     |              |    |

For GMS & Co., (C. P. 11953) (

**Practising Company Secretary** 

Date: 27.09.2017