

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR
ROYAL CUSHION VINYL PRODUCTS LIMITED**

To,
The Chairman,
Royal Cushion Vinyl Products Limited.

Reg: 30th Annual General Meeting of members of Royal Cushion Vinyl Products Limited

Sub.: Passing of Resolution through e-voting AND poll conducted at the 30th AGM of Royal Cushion Vinyl Products Limited (the Company) held on Tuesday, September 30, 2014 at Conference Room, 2nd Floor, 60 CD "SHLOK" Govt. Industrial Estate, Charkop, Kandivali (West), Mumbai - 400 067.

The Company has appointed Mr. Chintan Goswami, Proprietor, M/s. C. J. Goswami & Associates, Practicing Company Secretaries, as the Scrutinizer for the electronic voting (e-voting) held between September 24, 2014 (9.00 a.m.) to September 26, 2014 (6.00 p.m.) as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014. The Chairman of the Annual General Meeting of the Company has appointed Mr. Chintan Goswami, Proprietor, M/s. C. J. Goswami & Associates, Practicing Company Secretaries and Mr. O. P. Inani having Client ID No. 1203390000025310 in the name of O. P. Inani HUF, having residential address at G-605, Country Park, Opp. Tata Steel, Borivali (East), Mumbai – 400 066, member of the Company, as the Scrutinizers for the poll as per the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014 conducted at the AGM held on Tuesday, September 30, 2014, at Mumbai.

The Company had appointed M/s. Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of e-voting to the Shareholders of the Company from September 24, 2014 at 9.00 a.m. till September 26, 2014 at 6.00 p.m. The e-voting results were unblocked by the Scrutinizer so appointed by the Company on September 27, 2014; a copy of the Scrutinizer's report dated September 29, 2014 is enclosed.

At the 30th AGM of the Company held on September 30, 2014, the Chairman of the Company had called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of AGM has appointed us as the Scrutinizers for the same. A copy of the Scrutinizer's report dated October 1, 2014 is enclosed.



A handwritten signature in blue ink, consisting of a stylized, cursive name.

The result of the E-voting together with that of the Poll is as under:

Item No. 1:-

Ordinary Resolution to consider and adopt the Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

i. Voted **in favour** of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	39	4,512,227	100
Poll	4	2,550	100
Total	43	4,514,777	100

ii. Voted **against** the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Item No. 2:-

Ordinary Resolution to re-appoint of Mr. Deepak Motasha (DIN: 00060092), who retires by rotation.



A handwritten signature in black ink, consisting of a stylized 'D' followed by a few horizontal strokes.

i. Voted **in favour** of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	39	4,512,227	100
Poll	4	2,550	100
Total	43	4,514,777	100

ii. Voted **against** the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Item No. 3:-

Ordinary Resolution to re-appoint Mr. Jayesh Motasha (DIN: 00054236), who retires by rotation.

i. Voted **in favour** of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	39	4,512,227	100
Poll	4	2,550	100
Total	43	4,514,777	100



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ii. Voted **against** the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Item No. 4:-

Ordinary Resolution to re-appoint M/s. Chandrakant & Sevantilal & J. K. Shah & Co, Chartered Accountants, Vadodara (Firm Registration no. 101676W), as the Auditors of the Company from the conclusion of this Annual General Meeting for a period of three (3) years, upto the conclusion of the 33rd Annual General Meeting, and to authorise the Board of Directors to fix their remuneration.

i. Voted **in favour** of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	39	4,512,227	100
Poll	4	2,550	100
Total	43	4,514,777	100

ii. Voted **against** the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0



iii. **Invalid votes**

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Item No. 5:-

Special Resolution for re-appointment of Mr. Mahesh Shah (DIN: 00054351) as Managing Director.

i. Voted **in favour** of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	39	4,512,227	100
Poll	4	2,550	100
Total	43	4,514,777	100

ii. Voted **against** the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii. **Invalid votes**

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	0	0
Total	0	0



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Item No. 6:-

Special Resolution for re-appointment of Mr. Vinod Shah (DIN: 00054667) as Whole Time Director.

i. Voted **in favour** of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	39	4,512,227	100
Poll	4	2,550	100
Total	43	4,514,777	100

ii. Voted **against** the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Item No. 7:-

Special Resolution for Approval of borrowing money upto Rs. 150 crores under section 180(1)(c) of the Companies Act, 2013.



i. Voted **in favour** of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	39	4,512,227	100
Poll	4	2,550	100
Total	43	4,514,777	100

ii. Voted **against** the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Item No. 8:-

Special Resolution for approval of creation of charge/security over the assets of the Company in respect of borrowings under Section 180(1)(a) of the Companies Act, 2013.

i. Voted **in favour** of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	39	4,512,227	100
Poll	4	2,550	100
Total	43	4,514,777	100



ii. Voted **against** the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Item No. 9:-

Special Resolution for approval to enter into a contract with related party under Section 188 of the Companies Act, 2013.

i. Voted **in favour** of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	0	0	0
Poll	4	2,550	100
Total	4	2,550	100

ii. Voted **against** the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0



iii. **Invalid votes**

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Item No. 10:-

Special Resolution for approval to invest/acquire the securities upto Rs. 5 crores under section 186 of the Companies Act, 2013.

i. Voted **in favour** of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	39	4,512,227	100
Poll	4	2,550	100
Total	43	4,514,777	100

ii. Voted **against** the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii. **Invalid votes**

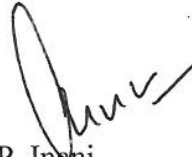
	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	0	0
Total	0	0



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The above Resolution(s) stand carried out under e-voting and poll with the requisite majority.

Thanking you.



For C. J. Goswami & Associates,
Practicing Company Secretaries

Mr. O. P. Inani
Client Id – 1203390000025310

Chintan
**For C. J. Goswami & Associates
Practicing Company Secretaries**

Chintan J. Goswami **Chintan Goswami**
Proprietor **Proprietor**

Membership No. – 33697

C. P. No. - 12721

Place: Mumbai

Date: 1st October, 2014.