

Royal Cushion Vinyl Products Limited

Cin no: L24110MH1983PLC031395

“Shlok” 60 – CD,

Govt. Industrial Estate, Charkop,

Kandivali (W), Mumbai – 400 067

Tel: + 91 22 28603514, 16

Email: legalho83@gmail.com

Website: www.rcvp.in

September 03, 2024

To,
The General Manager,
BSE Limited,
Department of Corporate Services,
P.J. Towers, Dalal Street,
Mumbai – 400 001.
Maharashtra, India.

Dear Sir/Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement in the nature of merger / amalgamation of Natroyal Industries Private Limited (“Transferor Company”) with Royal Cushion Vinyl Products Limited (“Transferee Company”) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 read with applicable rules made thereunder (“Scheme”)

In connection with the above application, we hereby confirm that:

- a) The proposed Scheme of Arrangement to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, Securities Contract (Regulations) Rules, 1957, RBI Act, Depositories Act, 1996, Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI Circulars and BSE Limited.
- b) In the explanatory statement to be forwarded by the Company to the shareholders u/s 230-232 or accompanying a proposed resolution to be passed u/s 66 of the Companies Act 2013, it shall disclose:
 - i) the pre and post-amalgamation and arrangement (expected) capital structure and shareholding pattern.
 - ii) the “fairness opinion” obtained from an Independent Merchant Banker on valuation of assets / shares done by the valuer for the Company and unlisted company.
 - iii) Information about unlisted company involved in the Scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, if applicable.
 - iv) The Complaint report as per Annexure III to BSE Checklist.
 - v) The observation letter issued by the stock exchanges.

Factory Address: Plot 55, Village Garadhia, Taluka Savli, Vadodara, Gujarat – 391520, INDIA

For Royal Cushion Vinyl Products Ltd.

Mohak
Authorised Signatory / Director

Royal Cushion Vinyl Products Limited

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- c) The draft Scheme of Arrangement together with all documents mentioned in Part – I(A)(8)(a) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 has been disseminated on Company’s website as per Website link given hereunder: www.rcvp.in. ~~As per para _____ of the draft scheme the fractional entitlements, if any, shall be aggregated and held by the trust, nominated by the Board in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares, as per the draft scheme submitted to SEBI.~~
- d) The Company shall submit to the designated stock exchange a report from its Audit Committee and the Independent Directors certifying that the listed entity has compensated the eligible shareholders, within a period of 90 days from the date of allotment as per the draft scheme submitted to SEBI. The Company shall submit both the reports within 7 days of compensating the shareholders.
- e) The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- f) The company shall obtain shareholders’ approval by way of special resolution passed through e-voting. Further, the Company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.
- g) The documents filed by the Company with the Stock Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI, wherever applicable.
- h) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft Scheme of Arrangement.
- i) None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.

For and behalf of

Royal Cushion Vinyl Products Limited



Mahesh Shah
Managing Director
DIN: 00054351

