



ROYAL SENSE LIMITED

Registered Office: Plot No. 57, First Floor, Phase-II Badli, Industrial Estate, Badli Ind.,
Badli (North West Delhi), Delhi-110042
CIN: L21006DL2023PLC412051 **Email:** compliance@royalsense.in
Website: www.royalsense.in | **Contact No.:** +91-9205843102

Date: February 6, 2025

The Manager – Listing Department
BSE Limited
P. J. Tower, Dalal Street,
Mumbai – 400 001

BSE Code: 544143

Sub.: Outcome of the Board Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”)

In compliance with Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform that the Board of Directors of the Company (“**Board**”) at its meeting held today, i.e. **February 06, 2025** and based on the recommendation of the Audit Committee and Committee of Independent Directors, has considered and approved the Scheme of Merger by Absorption of the TTG Innovations Private Limited (“**TIPL**” or “**Transferor Company**”) with the Royal Sense Limited (“**RSL**” or “**Transferee Company**” or “**Company**”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (“**Scheme**”). The Scheme inter alia provides for merger of the Transferor Company with the Company.

Pursuant to the proposed Scheme, equity shares of the Company shall be issued to the shareholders of the Transferor Company (other than the Company) in accordance with the Share Swap Ratio (as defined in **Annexure I** hereto), which would be listed on the BSE Limited (“**Stock Exchange**”).

The Scheme is subject to the receipt of necessary statutory and regulatory approvals including approval of Stock Exchange, the Securities and Exchange Board of India, the respective shareholders and creditors of respective companies and Hon’ble National Company Law Tribunal (Delhi Bench).

In terms of the Listing Regulations read with SEBI Circular No CIR/CFD/CMD/4/2015 dated September 9, 2015, we are furnishing herewith the details of the Scheme as **Annexure I**.

The above information is also being made available on the website of the Company at www.royalsense.in

Kindly take the above information on record and acknowledge.

Yours Sincerely,

For Royal Sense Limited

RISHABH
ARORA

Digitally signed by
RISHABH ARORA
Date: 2025.02.06
17:55:51 +05'30'

Rishabh Arora
Mnaaging Director
DIN: 09745543

Encl.: As above



Annexure I

Details required to be disclosed as per SEBI Circular	Remarks
Name of the entity forming part of the amalgamation /merger, details in brief such as size and turnover	Royal Sense Limited (Transferee Company): <u>As on 31st December, 2024</u> Size (Net-worth): Rs. 2028.63 Lakhs Turnover: Rs. 1684.48 Lakhs TTG Innovations Private Limited (Transferor Company): <u>As on 31st December, 2024</u> Size (Net-worth): Rs. 127.55 Lakhs Turnover: Rs. 913.80 Lakhs
Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	The proposed transaction will fall within related party transaction and is done at arm’s length price.
Area of business of the entity(ies)	RSL , Transferee Company is mainly engaged in the business of trading and marketing of different types surgical, medical, pharmaceutical and other related products and selling thereof. TIPL , Transferor Company is engaged in the business of trading, manufacturing, formulate, process, develop, refine, import, export, wholesale and/or retail trade including retail trading through e-commerce website and through other means all kinds of pharmaceuticals products, antibiotics, drugs, medicines, biological, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines and also to deal in medicinal goods such as surgical instruments, contraceptives, proprietary medicines, veterinary medicines, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockiest of all kinds of pharmaceuticals and allied products.



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Rationale for the arrangement	<p>Rationale for Merger of TTG Innovations Private Limited with Royal Sense Limited</p> <p>a) TTG Innovations Private Limited and Royal Sense Limited both are engaged in the business of manufacturing, buying and selling or otherwise deal in all kind and varieties of personal products equipment (PPE)/ products including but no limited to the face protection, goggles, gown or coverall, head cover, rubber boots, sanitizer, surgical equipment’s, medical devices, generic and patent/ non-patent medical products. TTG Innovations is engaged in the business of manufacturing medical products, trading and manufacturing of cosmetics items like skin care products, make up products, hair care products, perfumes and deodorants etc, export of IT related technical services like cloud services, software development IT support services, backup and disaster recovery, help desk support, managed print services, computer training, and IT consulting etc. Royal Sense Limited is mainly engaged in the business of trading and marketing of different types surgical, medical, pharmaceutical and other related products and selling thereof.</p> <p>b) The Scheme will lead to consolidation of business and assets, synergy of operations and networks of both the Companies. This will help achieve better and more efficient utilization of available resources, benefits of internal economies, diversification to mitigate risks and improving organizational efficiencies.</p>												
In case of cash consideration – amount or otherwise share exchange ratio	The shareholders of TTG Innovations Private Limited would be entitled to 13.6 equity shares having face value of Rs. 10/- of Royal Sense Limited for every 1 equity shares of Rs. 10/- each held in TTG Innovations Private Limited.												
Brief details of change in shareholding pattern (if any) of listed entity	<p>• Pre-Scheme:</p> <table><tr><th>Category</th><th>Equity Shares</th><th>%</th></tr><tr><td>Promoter</td><td>33,30,144</td><td>67.96%</td></tr><tr><td>Public</td><td>15,70,002</td><td>32.04%</td></tr><tr><td>Total</td><td>49,00,146</td><td>100.00 %</td></tr></table> <p>• Post Scheme:</p>	Category	Equity Shares	%	Promoter	33,30,144	67.96%	Public	15,70,002	32.04%	Total	49,00,146	100.00 %
Category	Equity Shares	%											
Promoter	33,30,144	67.96%											
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	Category	Equity Shares	%
	Promoter	43,96,384	70.23
	Public	18,63,762	29.77
	Total	62,60,146	100.00
<i>Note: As per Clause 3(b) of Part – I (A) of SEBI Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.</i>			
<i>In the above calculation, we have not included the 4,50,000 warrants, which were allotted on November 20, 2024.</i>			

For Royal Sense Limited

Rishabh Arora
Managing Director
DIN: 09745543