

## 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

Website: [www.rcvp.in](http://www.rcvp.in)

Email: Legalho83@gmail.com

September 25, 2023

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400001,

Maharashtra, India.

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

Dear Sir/Madam,

**Reference:** Prior intimation dated September 18, 2023.

**Subject:** Disclosure of event pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended read with the applicable circulars issued thereto (“**SEBI LODR Regulations**”).

With reference to the captioned subject, this disclosure is given pursuant to Regulation 30 of the SEBI LODR Regulations to inform that the board of directors of Royal Cushion Vinyl Products Limited (“**Company**”) in their board meeting held today has, inter alia, considered and approved matters listed below:

**1. Increase in the authorised equity share capital and alteration of the capital clause of the memorandum of association of the Company:**

The authorised equity share capital of the Company is increased from INR 30,00,00,000/- (Indian Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) equity shares of INR 10/- (Indian Rupees Ten Only) each to INR 50,00,00,000/- (Indian Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) equity shares of INR 10/- (Indian Rupees Ten Only) each, by creation and addition of additional 2,00,00,000 (Two Crore) equity shares of INR 10/- (Indian Rupees Ten Only) each in the existing authorised equity share capital of the Company and related amendment in the Memorandum of Association of the Company, subject to necessary approval of the members of the Company and other regulatory authorities, as applicable.

**2. Issuance of equity shares to private investors by way of preferential issue:**

Issuance of up to 1,86,50,000 (One Crore Eighty Six Lakhs Fifty Thousand) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) (“**Investors Shares**”) at an issue price of INR 10/- (Indian Rupees Ten Only) each (“**Investors Issue Price**”)

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aggregating up to INR 18,65,00,000/- (Indian Rupees Eighteen Crore Sixty Five Lakhs Only) (“**Investors Issue Size**”) to persons, being private investors, whose details are provided in **Annexure A** (“**Proposed Investors**”) by way of preferential issue in accordance with the provisions of Section 42 and Section 62 of the Companies Act, 2013, as amended (“**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (“**Rules**”), Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), SEBI LODR Regulations and such other acts / rules / regulations as maybe applicable and subject to necessary approval of the members of the Company and other regulatory authorities including BSE Limited and Registrar of Companies, Maharashtra as maybe applicable and subject to issuance of equity shares to certain members of the promoter and promoter group by way of preferential issue as referred in Item No. 4 below (“**Investors Preferential Issue**”).

The name of the Proposed Investors and the maximum amount of investment proposed to be made by such Proposed Investors is set forth in **Annexure A**.

**3. MOU / Loan Agreement being executed with certain members of the promoter and promoter group (“Promoters”) of the Company for conversion of their existing unsecured loan, either in part or full, into the equity shares of the Company**

Considered and approved the Memorandum of Understanding (MOU) / Loan Agreement, as the case may be, to be executed between the Company and certain members of the promoter and promoter group of the Company (referred as “Promoters”, whose details are provided in **Annexure B**) for settlement of their dues towards unsecured loan given by them to the Company, by conversion of the said unsecured loan into equity shares of the Company, subject to necessary approval of the members of the Company and other regulatory authorities, as applicable.

**4. Issuance of equity shares to the Promoters of the Company, as referred above, by conversion of their existing unsecured loan into the equity shares of the Company through preferential issue:**

Issuance of up to 66,21,250 (Sixty Six Lakhs Twenty One Thousand Two Hundred Fifty) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each (“**Promoters Shares**”) at an issue price of INR 40/- (Indian Rupees Forty Only) each, including premium of INR 30/- (Indian Rupees Thirty Only) each (“**Promoters Issue Price**”) to certain members of the promoter and promoter group, whose details are provided in **Annexure B** (“**Promoters**”), by way of preferential issue in accordance with the provisions of Section 42 and Section 62 of the Companies Act, 2013, as amended (“**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (“**Rules**”), Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), SEBI LODR Regulations and such other acts / rules / regulations as maybe applicable and subject to necessary approval of the members of the Company

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and other regulatory authorities including BSE Limited and Registrar of Companies, Maharashtra as may be applicable and subject to issuance of equity shares to the Proposed Investors by way of preferential issue as referred in Item No. 2 above (“**Promoters Preferential Issue**”).

The name of the said Promoters and the maximum amount of their unsecured loan to be converted into equity shares of the Company is set forth in **Annexure B**.

5. To convene an Extra Ordinary General Meeting of the members of the Company on Wednesday, October 25, 2023 for seeking the members approval in relation to the aforesaid matters, as applicable.

The specific disclosure required in relation to proposed issuance of the equity shares on preferential basis, as aforesaid, in terms of Regulation 30 and Para A of Part A of Schedule III of the SEBI LODR Regulations read with the SEBI Master Circular dated July 11, 2023 on compliance with the provisions of the SEBI LODR Regulations, is set forth in **Annexure C**.

We request you to kindly take this submission on your record and disseminate the same.

Board meeting commenced at 7.15 Pm and concluded at 8.00 Pm.

Thanking you,

For and on behalf of **Royal Cushion Vinyl Products Limited**

**Jayesh Motasha**

**Director**

**DIN: 00054236**

*Enclosures: As above.*

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**Annexure A**

The name of the Proposed Investors and the maximum amount of investment proposed to be made by such Proposed Investors are as under:

Sr. No.	Name of the Proposed Investor	Maximum Amount / Upto (INR)	Pre-preferential allotment Shareholding %	#Post-preferential allotment Shareholding %
1.	Aurum SME Trust I	1,75,00,000	NIL	4.69%
2.	Dhiren Shah	70,00,000	NIL	1.87%
3.	Avani Shah	30,00,000	NIL	0.80%
4.	Danesh Shah	50,00,000	NIL	1.34%
5.	Sukesh Shah	20,00,000	NIL	0.54%
6.	Meet Shah	5,00,000	NIL	0.13%
7.	Aadit Virani	25,00,000	NIL	0.67%
8.	Pareshkumar Virani	25,00,000	NIL	0.67%
9.	Amees Virani	25,00,000	NIL	0.67%
10.	Ameer Virani	25,00,000	NIL	0.67%
11.	Ajoy Mehta	1,50,00,000	NIL	4.02%
12.	Ajay Parikh	1,00,00,000	NIL	2.68%
13.	Pareshaben Shah	1,00,00,000	NIL	2.68%
14.	Ranjani Gopalaswamy	1,00,00,000	NIL	2.68%
15.	Hemant Panpalia	1,00,00,000	NIL	2.68%
16.	Jayant Ramniklal Shah	35,00,000	NIL	0.94%
17.	Vishaka Shah	35,00,000	NIL	0.94%
18.	Nishant Shah	15,00,000	NIL	0.40%
19.	Dhaval Shah	15,00,000	NIL	0.40%
20.	Aspi Behramji Engineer	75,00,000	NIL	2.01%
21.	Trupti Karani	60,00,000	NIL	1.61%
22.	Jayesh Dadia	25,00,000	NIL	0.67%
23.	Jayesh Gordhandas	25,00,000	NIL	0.67%
24.	Alka Gordhandas	25,00,000	NIL	0.67%
25.	MGB Advisors Private Limited	50,00,000	NIL	1.34%
26.	Sushma Agarwal	50,00,000	NIL	1.34%
27.	Manoj Shah	20,00,000	NIL	0.54%
28.	Rajvi Shah	15,00,000	NIL	0.40%
29.	Nisha Shah	15,00,000	NIL	0.40%
30.	Dinesh Shah	25,00,000	NIL	0.67%
31.	Krishnachandra Toshniwal	25,00,000	NIL	0.67%
32.	Sonal Unadkat	12,50,000	NIL	0.33%

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33.	Mukesh Unadkat	12,50,000	NIL	0.33%
34.	Murij Manghnani Private Trust	25,00,000	NIL	0.67%
35.	Mohit Jaju	25,00,000	NIL	0.67%
36.	Viral Mithani	15,00,000	NIL	0.40%
37.	Sonal Mithani	10,00,000	NIL	0.27%
38.	Sushma Parakh	10,00,000	NIL	0.27%
39.	Ravindra Sanghvi	10,00,000	NIL	0.27%
40.	Parag Shah	25,00,000	NIL	0.67%
41.	Pakshal Shah	12,50,000	NIL	0.33%
42.	Krishma Shah	12,50,000	NIL	0.33%
43.	Sandhya Jariwala	25,00,000	NIL	0.67%
44.	Vankipuram Srinivasan	25,00,000	NIL	0.67%
45.	Yogeshwar Rege	25,00,000	NIL	0.67%
46.	Zenishkumar Vachhani	10,00,000	NIL	0.27%
47.	Minal Parikh	15,00,000	NIL	0.40%
48.	Ashvin Shah	15,00,000	NIL	0.40%
49.	Arpita Jhaveri	10,00,000	NIL	0.27%
50.	Dina Shah	10,00,000	NIL	0.27%
51.	Kamlesh Shah	10,00,000	NIL	0.27%
52.	Girish Jayantilal Shah HUF	10,00,000	NIL	0.27%
53.	Pooja Bohra	10,00,000	NIL	0.27%
54.	Shabnam Khan	10,00,000	NIL	0.27%
55.	Rupal Sanghvi	10,00,000	NIL	0.27%
<b>Total</b>		<b>18,65,00,000</b>		

**# Assuming completion of the preferential allotment to both the Proposed Investors and the Promoters**

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**Annexure B:**

The name of the said Promoters and the maximum amount of their unsecured loan to be converted into equity shares of the Company are as under:

Sr. No.	Name of the Promoters	Maximum amount of unsecured loan to be converted into Equity Shares (INR)	Pre-preferential allotment Shareholding %	#Post-preferential allotment Shareholding %
1.	Mahesh Shah	12,50,00,000	0.48%	8.52%
2.	Vinod Shah	4,00,00,000	0.34%	2.79%
3.	Arvind Motasha	1,90,00,000	0.14%	1.32%
4.	Trilokesh Trading and Consultancy Services LLP	2,75,00,000	0.38%	1.96%
5.	Shreeshaha Trading and Consultancy Services LLP	4,00,00,000	0.00%	2.68%
6.	Lokswami Trading and Consultancy Services LLP	96,75,000	3.34%	1.73%
7.	Vishvamurti Trading and Consultancy Services LLP	36,75,000	0.07%	0.27%
<b>Total</b>		<b>26,48,50,000</b>		

# Assuming completion of the preferential allotment to both the Proposed Investors and the Promoters

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**Annexure C**

The specific disclosure required in relation to proposed issuance of the equity shares on preferential basis, as aforesaid, in terms of Regulation 30 and Para A of Part A of Schedule III of the SEBI LODR Regulations read with the SEBI Master Circular dated July 11, 2023 on compliance with the provisions of the SEBI LODR Regulations are as under:

Sr. No.	Particulars	Investors Preferential Issue	Promoters Preferential Issue
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Equity Shares of the Company having face value of INR 10/- each	Equity Shares of the Company having face value of INR 10/- each
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential issue	Preferential issue (conversion of unsecured loan into equity shares)
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately) including the Issue Price	Issuance of up to 1,86,50,000 (One Crore Eighty Six Lakhs Fifty Thousand) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) at an issue price of INR 10/- (Indian Rupees Ten Only) each aggregating up to INR 18,65,00,000/- (Indian Rupees Eighteen Crore Sixty Five Lakhs Only)	Issuance of up to 66,21,250 (Sixty Six Lakhs Twenty One Thousand Two Hundred Fifty) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each at an issue price of INR 40/- (Indian Rupees Forty Only) each, including premium of INR 30/- (Indian Rupees Thirty Only) each, leading to conversion of existing unsecured loans of upto INR 26,48,50,000/- (Indian Rupees Twenty Six Crores Forty Eight Lakhs Fifty Thousand Only).
4.	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):		
a.	Names of the investors	As stated in Annexure A above.	As stated in Annexure B above.
b.	Category of investors	Private investors, who	Members of the promoter

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		will be part of public shareholding	and promoter group of the Company
c.	Pre-preferential allotment shareholding %	As stated in Annexure A above.	As stated in Annexure B above.
d.	Post-preferential allotment shareholding %	As stated in Annexure A above.	As stated in Annexure B above.
e.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Not applicable – to be done post allotment	Not applicable – to be done post allotment
f.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not applicable	Not applicable
g.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable	Not applicable