

October 3, 2023

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001,
Maharashtra, India.

Dear Sir,

Subject: Application for “In-principle approval” for issue and allotment of **up to 2,52,71,250 (Two Crores Fifty Two Lakhs Seventy One Thousand Two Fifty)** fully paid-up **equity shares** to be issued on a **preferential basis** under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Reference: Royal Cushion Vinyl Products Limited | **ISIN:** INE618A01011

We, **M/s. Loya & Shariff, Practicing Company Secretaries**, have verified the relevant records and documents of **Royal Cushion Vinyl Products Limited (“RCVPL” or “Company”)** with respect to the proposed preferential issue by the Company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottees have sold any equity shares of the Company during the 90 trading days preceding the relevant date viz. from May 23, 2023 to September 25, 2023. Further, none of entities in the promoter and promoter group of the Company have sold any equity share of the company during the 90 trading days preceding the relevant date viz. from May 23, 2023 to September 25, 2023.
- b) The allottees, whose names are given in **Annexure A** hereto, do not hold any equity shares of the Company for a period starting from the relevant date till the date of issue of this certificate.
- c) The pre-preferential shareholding, if any, of each of proposed allottee(s) has been locked in accordance with Regulation 167(6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from **September 25, 2023** viz. *Relevant Date* till the date of issue of this certificate. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Note 1 Mahesh Shah	IN30001110472275	37,800	-	-	None	N.A.

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	IN30001110472427	19,900	-	-	None	N.A.
	IN30133019544988	300	-	-	None	N.A.
Note 2 Vinod Shah	IN30001110471295	37,500	-	-	None	N.A.
	IN30001110472162	3000	-	-	None	N.A.
	IN30001110472195	900	-	-	None	N.A.
Note 3 Arvind Motasha	IN30088813746675	16,903	-	-	None	N.A.
Note 4 Trilokesh Trading & Consultancy Services LLP (Formerly known as Trilokesh Trading & Consultancy Services Private Limited)	IN30088814358895	45,690	-	-	None	N.A.
Lokswami Trading and Consultancy Services LLP	1201090020383635	4,03,150	28/09/2023	30/06/2024	None	N.A.
Vishvamurti Trading and Consultancy Services LLP	1201090020382116	8570	28/09/2023	30/06/2024	None	N.A.

(*) client id/ folio no in case allottee hold the securities in physical form.

Note 1: The proposed allottee holds total 3 demat accounts, out of which 2 demat accounts are marked as 'dormant'. The proposed allottee is in process of regularizing the demat accounts, thereafter corporate action will be initiated for creating lock-in on the pre-holding. For 1 demat account, the Company has initiated the process of creating lock-in on the pre-holding, which is currently under process. The proposed allottee has undertaken that he shall not deal in the said securities until the lock-in is effected.

Note 2: The proposed allottee holds total 3 demat accounts, out of which 1 demat account is marked as 'dormant'. The proposed allottee is in process of regularizing the demat account, thereafter corporate action will be initiated for creating lock-in on the pre-holding. For remaining 2 demat accounts, the Company has initiated the process of creating lock-in on the pre-holding, which is currently under process. The proposed allottee has undertaken that he shall not deal in the said securities until the lock-in is effected.

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Note 3: The proposed allottee holds 1 demat accounts which is marked as 'dormant'. The proposed allottee is in process of regularizing the demat account, thereafter corporate action will be initiated for creating lock-in on the pre-holding. The proposed allottee has undertaken that he shall not deal in the said securities until the lock-in is effected.

Note 4: The company has initiated the process of creating lock-in on the pre-holding.

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the Company. It is further confirmed that there is no specific clause / provision in the MoA / AoA of the Company for determination of the price for the proposed preferential issue.
- g) The total allotment to the allottees acting in concert, whose details are given in **Part A of Annexure B hereto**, in the present preferential issue or in the same financial year i.e. FY 2023-24 is more than 5% of the post issue fully diluted share capital of the Company.

AND

The total allotment to the allottees acting in concert, whose details are given in **Part B of Annexure B hereto**, in the present preferential issue or in the same financial year i.e. FY 2023-24 is less than 5% of the post issue fully diluted share capital of the Company.

For and on behalf of
LOYA & SHARIFF
Practicing Company Secretaries

Tasneem Shariff

CS Tasneem Shariff
Partner
M. No. 17148 COP. 23978
UDIN: A017148E001168419
PR No. 2033/2022



Place: Mumbai
Date: 03.10.2023

Annexure – A

List of proposed allottee who does not hold any equity shares of the Company for a period starting from the relevant date till the date of issue of this certificate:

Sr. No.	Name of the proposed Allottee	Category (Promoter/Non Promoter)	Permanent Account Number
1.	Aurum SME Trust I	Non Promoter	AAGTA9753Q
2.	Dhiren Shah	Non Promoter	AMNPS2812F
3.	Avani Shah	Non Promoter	AADPS9971R
4.	Danesh Shah	Non Promoter	AMLPS7437A
5.	Sukesh Shah	Non Promoter	BFIPS9536P
6.	Meet Shah	Non Promoter	CKWPS5502B
7.	Aadit Virani	Non Promoter	AGAPV7632F
8.	Pareshkumar Virani	Non Promoter	ABCPV1100F
9.	Amees Virani	Non Promoter	AHPPV7885E
10.	Ameer Virani	Non Promoter	AMFPV9675D
11.	Ajoy Mehta	Non Promoter	ADVPA9700F
12.	Ajay Parikh	Non Promoter	AACPP4774A
13.	Pareshaben Shah	Non Promoter	AEQPS8818E
14.	Ranjani Gopalaswamy	Non Promoter	AAFPG1893A
15.	Hemant Panpalia	Non Promoter	AAAPP4779M
16.	Jayant Ramniklal Shah	Non Promoter	AAIPS0697M
17.	Vishaka Shah	Non Promoter	AQRPS4430M
18.	Nishant Shah	Non Promoter	BLBPS4174C
19.	Dhaval Shah	Non Promoter	AXCPS7080D

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20.	Aspi Behramji Engineer	Non Promoter	AAAPE1756B
21.	Trupti Karani	Non Promoter	AOAPK2535E
22.	Jayesh Dadia	Non Promoter	AACPD2173K
23.	Jayesh Gordhandas	Non Promoter	AABPG1211G
24.	Alka Gordhandas	Non Promoter	AAEPG3463F
25.	MGB Advisors Private Limited	Non Promoter	AARCS8845F
26.	Sushma Agarwal	Non Promoter	ADWPA8184A
27.	Manoj Shah	Non Promoter	AMXPS1063N
28.	Rajvi Shah	Non Promoter	BSHPS7394K
29.	Nisha Shah	Non Promoter	ARSPS9261L
30.	Dinesh Shah	Non Promoter	AAIPS9528D
31.	Krishnachandra Toshniwal	Non Promoter	AAJPT4744P
32.	Sonal Unadkat	Non Promoter	AAAPU3458Q
33.	Mukesh Unadkat	Non Promoter	AAAPU0980H
34.	Murij Manghnani Private Trust	Non Promoter	AAETM8101G
35.	Mohit Jaju	Non Promoter	ACJPJ9452C
36.	Viral Mithani	Non Promoter	AACPM6213B
37.	Sonal Mithani	Non Promoter	AIFPM0777M
38.	Sushma Parakh	Non Promoter	AADPM3028R
39.	Ravindra Sanghvi	Non Promoter	BDTPS8033E
40.	Parag Shah	Non Promoter	AAOPS6000Q
41.	Pakshal Shah	Non Promoter	CIOPS0462A
42.	Krishma Shah	Non Promoter	CIOPS0538K
43.	Sandhya Jariwala	Non Promoter	AAKPJ8971H
44.	Vankipuram Srinivasan	Non Promoter	ABDPS4684G

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45.	Yogeshwar Rege	Non Promoter	AADPR 9474Q
46.	Zenishkumar Vachhani	Non Promoter	ACBPV6836A
47.	Minal Parikh	Non Promoter	AWWPS6684E
48.	Ashvin Shah	Non Promoter	AKZPS9889C
49.	Arpita Jhaveri	Non Promoter	AACPV7634B
50.	Dina Shah	Non Promoter	ABVPS5935N
51.	Kamlesh Shah	Non Promoter	ANZPS1182R
52.	Girish Jayantilal Shah HUF	Non Promoter	AATHS1630M
53.	Pooja Bohra	Non Promoter	AGLPB9872C
54.	Shabnam Khan	Non Promoter	BVAPK1458G
55.	Rupal Sanghvi	Non Promoter	ANGPS4142J
56.	Shreeshaha Trading and Consultancy Services LLP	Promoter Group	ACUFS2469P

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Annexure - B

Part - A

Sr. No.	Name of the proposed Allottee	Permanent Account Number	# Post-preferential allotment Shareholding %	Maximum No. of securities proposed to be allotted to the group
1.	Mahesh Shah	AIWPS1737L	19.27%	31,25,000
2.	Vinod Shah	AAGPS4899H		10,00,000
3.	Arvind Motasha	AABPM7935R		4,75,000
4.	Trilokesh Trading & Consultancy Services LLP (Formerly known as Trilokesh Trading & Consultancy Services Private Limited)	AAKFT0994N		6,87,500
5.	Shreeshaha Trading and Consultancy Services LLP	ACUFS2469P		10,00,000
6.	Lokswami Trading and Consultancy Services LLP	AAFFL7310P		2,41,875
7.	Vishvamurti Trading and Consultancy Services LLP	AAMFV5816D		91,875

Assuming completion of the preferential allotment to both the proposed investors and the promoters

Annexure - B
Part - B

Sr. No.	Name of the Proposed Allottee	Permanent Account Number	# Post-preferential allotment Shareholding %	Maximum No. of securities proposed to be allotted to the group
1.	Dhiren Shah	AMNPS2812F	4.68%	17,50,000
2.	Avani Shah	AADPS9971R		
3.	Danesh Shah	AMLPS7437A		
4.	Sukesh Shah	BFIPS9536P		
5.	Meet Shah	CKWPS5502B		
6.	Aadit Virani	AGAPV7632F	2.68%	10,00,000
7.	Pareshkumar Virani	ABCPV1100F		
8.	Amees Virani	AHPPV7885E		
9.	Ameer Virani	AMFPV9675D		
10.	Jayant Ramniklal Shah	AAIPS0697M		
11.	Vishaka Shah	AQRPS4430M	2.68%	10,00,000
12.	Nishant Shah	BLBPS4174C		
13.	Dhaval Shah	AXCPS7080D		
14.	Jayesh Gordhandas	AABPG1211G		
15.	Alka Gordhandas	AAEPG3463F	1.34%	5,00,000
16.	Manoj Shah	AMXPS1063N		
17.	Rajvi Shah	BSHPS7394K	1.34%	5,00,000
18.	Nisha Shah	ARSPS9261L		
19.	Sonal Unadkat	AAAPU3458Q	0.66%	2,50,000

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20.	Mukesh Unadkat	AAAPU0980H		
21.	Viral Mithani	AACPM6213B	0.67%	2,50,000
22.	Sonal Mithani	AIFPM0777M		
23.	Pakshal Shah	CIOPS0462A	0.66%	2,50,000
24.	Krishma Shah	CIOPS0538K		
25.	Aurum SME Trust I	AAGTA9753Q	4.69%	17,50,000
26.	Ajoy Mehta	ADVPA9700F	4.02%	15,00,000
27.	Ajay Parikh	AACPP4774A	2.68%	10,00,000
28.	Pareshaben Shah	AEQPS8818E	2.68%	10,00,000
29.	Ranjani Gopaldaswamy	AAFPG1893A	2.68%	10,00,000
30.	Hemant Panpalia	AAAPP4779M	2.68%	10,00,000
31.	Aspi Behramji Engineer	AAAPE1756B	2.01%	7,50,000
32.	Trupti Karani	AOAPK2535E	1.61%	6,00,000
33.	Jayesh Dadia	AACPD2173K	0.67%	2,50,000
34.	MGB Advisors Private Limited	AARCS8845F	1.34%	5,00,000
35.	Sushma Agarwal	ADWPA8184A	1.34%	5,00,000
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38.	Murij Manghnani Private Trust	AAETM8101G	0.67%	2,50,000
39.	Mohit Jaju	ACJPJ9452C	0.67%	2,50,000
40.	Sushma Parakh	AADPM3028R	0.27%	1,00,000
41.	Ravindra Sanghvi	BDTPS8033E	0.27%	1,00,000
42.	Parag Shah	AAOPS6000Q	0.67%	2,50,000
43.	Sandhya Jariwala	AAKPJ8971H	0.67%	2,50,000
44.	Vankipuram Srinivasan	ABDPS4684G	0.67%	2,50,000

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50.	Dina Shah	ABVPS5935N	0.27%	1,00,000
51.	Kamlesh Shah	ANZPS1182R	0.27%	1,00,000
52.	Girish Jayantilal Shah HUF	AATHS1630M	0.27%	1,00,000
53.	Pooja Bohra	AGLPB9872C	0.27%	1,00,000
54.	Shabnam Khan	BVAPK1458G	0.27%	1,00,000
55.	Rupal Sanghvi	ANGPS4142J	0.27%	1,00,000

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