

ROYAL CUSHION VINYL PRODUCTS LIMITED

Registered Office	:	60CD, Shlok, Government Industrial Estate, Charkop, Kandivali (West), Mumbai – 400067, Maharashtra, India.
Corporate Office	:	60CD, Shlok, Government Industrial Estate, Charkop, Kandivali (West), Mumbai – 400067, Maharashtra, India.
Phone No.	:	022-28603514
Corporate Identity Number	:	L24110MH1983PLC031395
Website	:	https://www.rcvp.in
E-mail	:	deepti.sheth@natroyalgroup.com

**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF
ROYAL CUSHION VINYL PRODUCTS LIMITED**

(Convened pursuant to the order dated December 15, 2023 read with addendum order dated December 22, 2023, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench)

MEETING:

Day	Monday
Date	February 12, 2024
Time	01.00 P.M. (IST)
Mode of Meeting	Video conferencing or other audio video visual means ('VC/OAVM')

REMOTE E-VOTING:

EVEN	127515
Cut-off date for determining the Unsecured creditors entitled to vote	Monday, July 31, 2023
Commencement of remote e-voting period	Friday, February 9, 2024 at 09.00 A.M. (IST)
End of remote e-voting period	Sunday, February 11, 2024 at 05.00 P.M. (IST)

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FORM NO. CAA. 2

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
C.A. (CAA)/252/MB/C-III/2023

IN THE MATTER OF SECTIONS 230 to 232
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT IN THE NATURE OF MERGER/AMALGAMATION OF
ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED WITH ROYAL CUSHION VINYL PRODUCTS
LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Royal Cushion Vinyl Products Limited, a company }
incorporated under the provisions of Companies }
Act, 1956 and having its registered office at 60CD, }
"Shlok", Government Industrial Estate, Charkop, }
Kandivali (West), Mumbai - 400067, Maharashtra, } **Transferee Company**
India. CIN: L24110MH1983PLC031395.

NOTICE CONVENING MEETING OF UNSECURED CREDITORS

To,

**All the Unsecured Creditors of
Royal Cushion Vinyl Products Limited**

1. Notice is hereby given pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ("**NCLT**") vide its order dated December 15, 2023 read with the addendum order dated December 22, 2023 ("**NCLT Order**"), that a meeting of the unsecured creditors of the Company, will be held for the purpose of their considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement ("**Scheme**") in the nature of merger / amalgamation of Royal Spinwell and Developers Private Limited ("**Transferor Company**") with Royal Cushion Vinyl Products Limited ("**Transferee Company**") and their respective shareholders and creditors, **on Monday, February 12, 2024 at 01.00 P.M. (IST)**.
2. Pursuant to the said NCLT Order and as directed therein, the meeting of the unsecured creditors of the Company ("**Meeting**") will be held through video conferencing ("**VC**") / other audio visual means ("**OAVM**"), in compliance with the applicable provisions of the Companies Act, 2013 ("**Act**") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") to consider, and if thought fit, pass, with or without

modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and 230(6) read with Section 232(1) of the Act as amended:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of jurisdictional Hon’ble National Company Law Tribunal (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Royal Spinwell and Developers Private Limited and Royal Cushion Vinyl Products Limited and their respective shareholders and creditors (**“Scheme”**), be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

3. **TAKE FURTHER NOTICE** that the unsecured creditors shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes (a) through e-voting system available at the Meeting to be held virtually (**“e-voting at the meeting”**) or (b) by remote electronic voting (**“remote e-voting”**) during the period as stated below:

REMOTE E-VOTING PERIOD	
Remote e-voting start date and time	Friday, February 9, 2024 at 09.00 A.M. (IST)
Remote e-voting end date and time	Sunday, February 11, 2024 at 05.00 P.M. (IST)

4. An unsecured creditor, whose name appears in the list of unsecured creditors of the Company as on the cut-off date, i.e., Monday, July 31, 2023 (**“Cut-off Date”**) only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A

person who is not an unsecured creditor as on the cut-off date, should treat the Notice for information purpose only.

5. A copy of the Scheme, Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”) along with all annexures to the Statement (“**Meeting Documents**”) are enclosed herewith. A copy of the Meeting Documents are also placed on the website of the Company and can be accessed at: <https://www.rcvp.in>; the website of National Securities Depository Limited at <https://www.evoting.nsdl.com> being the agency appointed by the Company to provide e-voting and other facilities for the Meeting and the website of the BSE Limited at www.bseindia.com. If so desired, an unsecured creditor may obtain a printed copy of the Meeting Documents free of charge by sending an email request in this regard to the Company Secretary of the Transferee Company at legalho83@gmail.com.
6. The Hon’ble NCLT has appointed Mr. Anmol Jha (Membership No. F5962) as the Chairperson of the Meeting and failing him, Ms. Pooja Singhal (Membership No. A19094) to be the alternate Chairperson for the Meeting and Ms. Ranchana Shanbhag (Membership No. F8227), to be the Scrutinizer for the Meeting.
7. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Hon’ble NCLT and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Sd/-
Mr. Anmol Jha
Chairperson appointed by the Hon’ble NCLT for the Meeting

Dated: Thursday, January 11, 2024

Place: Mumbai

Registered Office:

60CD, "Shlok",

Government Industrial Estate,

Charkop, Kandivali (West),

Mumbai - 400067, Maharashtra, India.

CIN: L24110MH1983PLC031395

Website: www.rcvp.in

E-mail: deepti.sheth@natroyalgroup.com

Tel.: 02228603514

Notes for the meeting:

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated December 15, 2023 read with addendum order dated December 22, 2023 ("**NCLT Order**"), the Meeting of the unsecured creditors of the Company is being conducted through video conferencing ("**VC**") / other audio visual means ("**OAVM**") facility to transact the business set out in the Notice convening this Meeting. The deemed venue for the Meeting shall be the Registered Office of the Company.
2. The Statement pursuant to Sections 230 and 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("**Act**") and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**") in respect of the business set out in the Notice of the Meeting is annexed hereto.
3. **An unsecured creditor, whose name appears in the list of unsecured creditors of the Company as on the cut-off date (specified in the Notice) only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an unsecured creditor as on the cut-off date, should treat the Notice for information purpose only.**
4. Since this Meeting is being held through VC / OAVM, physical attendance of unsecured creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the unsecured creditors will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. No route map of the venue of the Meeting is annexed hereto, since this Meeting is being held through VC / OAVM.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Unsecured Creditors attending the Meeting through VC / OAVM shall be reckoned for the purpose of quorum. In terms of the NCLT Order, the quorum for the Meeting shall be thirty (30) in number of the unsecured creditors of the Transferee Company. Further in terms of the NCLT Order, in case the aforesaid quorum for the Meeting is not present within half an hour from the commencement of the Meeting, then the unsecured creditors present shall be the quorum and meeting can be held or meeting may be held as per the provisions in Section 103 of the Companies Act, 2013. In view thereof, the Company has decided that in case the aforesaid quorum for the Meeting is not present within half an hour from the commencement of the Meeting, then the unsecured creditors present at that time shall constitute valid quorum and meeting shall be held and proceeded with as per the Notice.

8. As per directions in the NCLT Order, the Notice of the Meeting and the accompanying documents mentioned in the Index (“**Meeting Documents**”) are being sent through electronic mail to those unsecured creditors whose email addresses are available with the Company.. In respect of unsecured creditors whose email addresses are not available with the Company, the Meeting Documents are being dispatched through speed post or registered post or courier, as applicable.
9. The unsecured creditors may note that the Meeting Documents are also available on the website of the Company at <https://www.rcvp.in>, the website of National Securities Depository Limited at <https://www.evoting.nsdl.com>, being the agency appointed by the Transferee Company to provide e-voting and other facilities for the Meetings and the website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com>. If so desired, an unsecured creditor may obtain a printed copy of the Meeting Documents free of charge by sending an email request in this regard to the Company Secretary of the Transferee Company at legalho83@gmail.com.

10. PROCEDURE FOR JOINING THE MEETING THROUGH VC / OAVM:

- a. **Unsecured creditors will be able to attend the Meeting through VC / OAVM.**
- b. Unsecured creditors will be provided with the facility to attend the Meeting through VC / OAVM through the NSDL e-voting system. Unsecured creditors may access the same by following the steps mentioned in Note 11 below for “**Access to NSDL e-voting system**”. After successful login, click on VC/OAVM link placed under “Join Meeting” menu against the EVEN of Royal Cushion Vinyl Products Limited.
- c. Unsecured creditors who need assistance before or during the Meeting, can contact Ms. Pallavi Mhatre, Manager NSDL at ‘A wing’, Trade world, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 or call on toll free numbers 1800 1020 990 and 1800 22 44 30 or contact, at the designated email IDs: evoting@nsdl.co.in. Kindly quote your name, DP ID-Client ID / Folio no. and e-voting Event Number (EVEN) in all your communications.
- d. Unsecured creditors are encouraged to join the Meeting through Laptops for better experience (best viewed with Edge 44+, Firefox 78+, Chrome 83+, Safari 13+).
- e. Unsecured creditors will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- f. Unsecured creditors connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

11. PROCEDURE AND INSTRUCTIONS RELATING TO E-VOTING:

(i) INSTRUCTIONS RELATING TO E-VOTING

- a. Pursuant to the directions of the Hon'ble NCLT given under the NCLT Order, the Company is providing its unsecured creditors facility to exercise their right to vote on the resolution proposed to be passed (i) remotely, using an electronic voting system on the dates specified in the Notice ("**remote e-voting**"); and (ii) at the Meeting by electronic means ("**e-voting at the Meeting**").
- b. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") as the agency to provide the facility for remote e-voting and e-voting at the Meeting. The manner of voting, including voting remotely is explained in the instructions given hereinbelow.
- c. The remote e-voting will not be allowed beyond the end date and time specified in the voting period as stated in the Notice and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
- d. Further, the facility for voting through electronic voting system will also be made available at the Meeting. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till the resolution proposed in the Notice is considered and voted upon at the Meeting and may be used for voting only by the unsecured creditors holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- e. The unsecured creditors who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on the resolution is cast by an unsecured creditor, whether partially or otherwise, the unsecured creditor will not be allowed to change it subsequently or cast the vote again.
- f. An unsecured creditor can opt for only single mode of voting i.e., either through remote e-voting or e-voting at the Meeting. If an unsecured creditor casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- g. An unsecured creditor, whose name appears in the list of unsecured creditors of the Company as on the cut-off date (specified in the Notice) only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an unsecured creditor as on the cut-off date, should treat the Notice for information purpose only.
- h. Voting rights of an unsecured creditor shall be in proportion to the outstanding amount due by the Company as on the cut-off date (specified in the Notice).**

- i. Pursuant to the directions of the Hon'ble Tribunal, Ms. Rachana Shanbhag shall act as Scrutinizer to scrutinize the process of remote e-voting and e-voting at the Meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

(ii) PROCEDURE FOR E-VOTING:

The User ID and/or Password for joining the Meeting through VC / OAVM and casting votes by e-voting is being sent along with the Notice by the Company at the e-mail address of the unsecured creditors. The details of the process and manner for remote e-voting and e-voting at the Meeting are explained below.

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to the NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to NSDL e-voting system

- i. Visit the e-voting website of NSDL. Open web browser by typing the URL: <http://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member/Creditor' section.
- iii. A new screen will open. Enter details of your User ID and/or Password, as sent on your e-mail address and Verification Code, as shown on the screen.
- iv. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- v. Now, you will have to click on "Login" button.
- vi. After you click on the 'Login' button, Home page of e-voting will open.

Step 2: Cast your vote electronically / join virtual Meeting on NSDL e-voting system

- i. After successful login at Step 1, you will be able to see the Home page of e-voting.
- ii. Select "EVEN" of Royal Cushion Vinyl Products Limited, i.e. 127515 to cast your vote during the remote e-voting period or to cast your vote during the Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- iii. Now you are ready for e-voting as the voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent and click on 'Submit' and also 'Confirm' when prompted.

- v. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Instructions for e-voting on the day of the Meeting:

- i. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
- ii. Only those unsecured creditors, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the Meeting.
- iii. Details of persons who may be contacted for any grievances connected with the facility for e-voting on the day of the Meeting is the same as that mentioned for remote e-voting.

General Guidelines for Unsecured Creditors

- i. Unsecured creditors other than individuals are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id rhs@csdakamat.com or legalho83@gmail.com with a copy marked to evoting@nsdl.co.in. It is also requested to upload the same in the e-voting module in their login.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- iii. An unsecured creditor who has not received the User ID and Password may obtain the same by sending a request at evoting@nsdl.co.in. Such unsecured creditors are requested to provide their name, address, PAN, DP ID & Client ID (in case of Debenture Holders), amount outstanding and e-mail address along with the request.
- iv. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) available at www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 [from 8:00 a.m. (IST) to 8:00 p.m. (IST)] or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, at the designated email IDs: evoting@nsdl.co.in or pallavid@nsdl.co.in to get your grievances on e-voting addressed.

12. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson of the Meeting. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.rcvp.in and on the website of NSDL at <https://www.evoting.nsdl.com> . The result will simultaneously be communicated to the stock exchanges. The result will also be displayed at the registered office of the Company.
13. Subject to receipt of requisite majority of votes in favour of the Scheme i.e., majority in number representing three-fourth in value (as per Sections 230 to 232 of the Act), the Resolution proposed in the Notice shall be deemed to have been passed on the date of the Meeting (specified in the Notice).
14. Documents for inspection as referred to in the Notice will be available electronically for inspection (without any fee) by the unsecured creditors from the date of circulation of this Notice up to the date of Meeting. Unsecured creditors seeking to inspect such documents can access the same on the website of the Company at: www.rcvp.in
15. Unsecured creditors seeking any information with regard to the Scheme or the matter proposed to be considered at the Meeting, are requested to write to the Company atleast seven days before the date of the Meeting through email on legalho83@gmail.com. The same will be replied to by the Company, suitably.
16. Unsecured creditors are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting, manner of casting vote through remote e-voting or e-voting at the Meeting.

FORM NO. CAA. 2

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

**IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
C.A. (CAA)/252/MB/C-III/2023**

**IN THE MATTER OF SECTIONS 230 to 232
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

AND

**IN THE MATTER OF SCHEME OF ARRANGEMENT IN THE NATURE OF MERGER/AMALGAMATION OF
ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED WITH ROYAL CUSHION VINYL PRODUCTS
LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

STATEMENT UNDER SECTION 230 TO 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT"), AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 ("CAA RULES"), TO THE NOTICE OF THE MEETING OF UNSECURED CREDITORS OF ROYAL CUSHION VINYL PRODUCTS LIMITED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH, MUMBAI ("NCLT") DATED DECEMBER 15, 2023 READ WITH THE ADDENDUM ORDER DATED DECEMBER 22, 2023 ("NCLT ORDER")

1. Meeting for the Scheme

- a. This is a Statement accompanying the Notice convening the meeting of the unsecured creditors of Royal Cushion Vinyl Products Limited, as per the directions given by the Hon'ble NCLT vide its order dated December 15, 2023 read with the addendum order dated December 22, 2023 ("**NCLT Order**") passed in the Company Scheme Application No. C.A. (CAA)/252/MB/C-III/2023. The Meeting is scheduled to be held on Monday, February 12, 2024 at 01.00 P.M. (IST), through VC/OAVM, for the purpose of their considering, and if thought fit, approving, with or without modification, the proposed Scheme of Arrangement ("**Scheme**") in the nature of merger / amalgamation of Royal Spinwell and Developers Private Limited ("**Transferor Company**" or "**RSDPL**") with Royal Cushion Vinyl Products Limited ("**Transferee Company**" or "**RCVPL**") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 read with applicable rules made thereunder.
- b. In terms of the aforementioned NCLT Order, the quorum for the Meeting shall be thirty (30) in number of the unsecured creditors of the Transferee Company. Further in terms of the NCLT Order, in case the aforesaid quorum for the Meeting is not present within half an hour from the commencement of the Meeting, then the unsecured creditors present shall be the quorum and meeting can be held or meeting may be held as per the provisions in Section 103 of the Companies Act, 2013. In view thereof, the Company has decided that in case the aforesaid quorum for the Meeting is not present within half an hour from the commencement

of the Meeting, then the unsecured creditors present at that time shall constitute valid quorum and meeting shall be held and proceeded with as per the Notice The Hon'ble NCLT has appointed Mr. Anmol Jha (Membership No. F5962) as the Chairperson of the meeting, and in his absence, Ms. Pooja Singhal (Membership No. A19094) as the alternate Chairperson of the meeting including any adjournment or adjournments thereof, if any.

- c. Capital terms used in the Notice and the Statement, but not defined herein, shall have the same meaning as ascribed to them in the Scheme.
- d. A copy of the Scheme is enclosed herewith as **Annexure 1**.

2. **Rationale and Benefits of the Scheme**

The rationale and intended benefits of the Scheme as stated in the Scheme is reproduced below:

- a. The Transferor Company was incorporated with an object to primarily engage in the business of manufacturing and trading in yarn, fibers and textiles. The Transferee Company is engaged in the business of manufacture and supplying of PVC floor covering, PVC sheets and PVC leathercloth. Both the Companies are held by the same controlling shareholders group.
- b. RCVPL has a manufacturing plant / factory located at Garadhiya, Taluka Savli, District Vadodara, Gujarat on a part of the larger piece and parcel of land ("**RCVPL Larger Land**"). The said manufacturing plant / factory is set-up on a small part of the said Larger Land ("**RCVPL Larger Land in Use**") and the balance area of the said RCVPL Larger Land apart from the RCVPL Larger Land in Use is vacant and surplus ("**RCVPL Surplus Land**").
- c. The management of RCVPL has been exploring and evaluating to sell and monetise the surplus assets of RCVPL which includes RCVPL Surplus Land, which are not being used for its core business operations with an intent to generate funds which can be better deployed in its core business operations. In this regard, RCVPL has recently entered into a Memorandum of Understanding ('MOU') with a party ('Other Party to the MOU') who has the expertise to sell and market industrial land parcels / plots whereby certain common minimum arrangement was agreed upon in relation to sell of RCVPL Surplus Land to ultimate interested buyers, who may be introduced by the Other Party to the MOU.
- d. RSDPL is a group company of RCVPL and is related to the promoter and promoter group of RCVPL. RSDPL also owns and possesses a vacant piece and parcel of land at Garadhiya, Taluka Savli, District Vadodara, Gujarat, which is adjoining to and adjacent to RCVPL Larger Land ("**RSDPL Land**"). RSDPL has also been exploring and looking to find suitable buyers / interested parties who are willing to purchase the RSDPL Land either in entirety or in parts at attractive market rates to maximise the monetisation from the surplus assets.
- e. In the stated background and in order to consolidate the adjoining land parcels, namely RCVPL Surplus Land and RSDPL Land, owned by both the companies viz. RCVPL and RSDPL, with an

objective to be in a better position to negotiate, market and monetise the consolidated larger land parcels to realise its full potential in an efficient and optimum manner including by way of joint-development, co-development, industrial plotting, outright sale etc., the management of RCVPL and RSDPL has proposed a scheme of arrangement under the provisions of the section 230 to 232 of the Companies Act, 2013 to provide for the merger of RSDPL into RCVPL.

- f. The Scheme provides an opportunity to RCVPL to acquire and aggregate the RSDPL Land along with RCVPL Surplus Land to create a larger pool of land which can be monetised and marketed at better commercial considerations and at the same time, discharge the consideration for acquisition / aggregation of RSDPL Land through merger of RSDPL into RCVPL in non-monetary form by issue of its securities to the shareholders of RSDPL.
- g. Further, merger of RSDPL with RCVPL will lead to a more efficient utilization, exploitation and monetisation of larger land parcels, better realisation of the cash / funds which would be generated from such monetisation of assets and larger pool of funds which can be better deployed for further business operations.
- h. The merger of Companies will also provide ancillary benefits in the form of administrative and operational rationalization and promote organizational efficiencies with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters including administrative, managerial and other expenditure, and optimal utilization of resources by elimination of duplication of activities and related costs.
- i. Thus, with an intent to achieve aforesaid objectives and further in order to consolidate, streamline and effectively merge the Transferor Company and the Transferee Company in a single entity it is intended that the Transferor Company be merged / amalgamated with the Transferee Company.
- j. In view of the aforesaid objectives, the Board of Directors of the Transferor Company and the Transferee Company have considered and proposed the amalgamation for the transfer and vesting of the Undertaking of the Transferor Company (as defined in the Scheme) and business of the Transferor Company with and into the Transferee Company and other ancillary and incidental matters stated herein, with an opinion that the amalgamation and other provisions of the Scheme would benefit the shareholders, employees and other stakeholders of the Transferor Company and the Transferee Company.
- k. The amalgamation of the Transferor Company with the Transferee Company will combine the business, activities and operations of the Transferor Company and the Transferee Company into a single company with effect from the Appointed Date and shall be in compliance with the provisions of the Income-tax Act, 1961 including section 2(1B) thereof or any amendments thereto.

3. Background of the Companies involved in the Scheme of Arrangement:

A) Royal Spinwell and Developers Private Limited (“Transferor Company”/RSDPL”)

- a. The Transferor Company was incorporated on June 28, 1991 under the provisions of the Companies Act, 1956 as a Private Limited Company in the State of Maharashtra under the name and style of “Royal Spinwell Private Limited”. Subsequently, the name of the Transferor Company was changed to its present name of “Royal Spinwell and Developers Private Limited” by a special resolution passed by the members of the Transferor Company in its Extra-Ordinary General Meeting held on January 6, 2020. The Corporate Identity Number of the Transferor Company is U17120MH1991PTC062262. The registered office of the Transferor Company is situated at 60CD, "Shlok", Government Industrial Estate, Charkop, Kandivali (West), Mumbai - 400067, Maharashtra, India. The Permanent Account Number of the Transferor Company issued by the Income Tax Department is AADCR5800P. The e-mail id of the Company is deepti.sheth@natroyalgroup.com. There has been no change in registered office the Transferor Company in the last 5 (five) years. The name of the Transferor Company was changed from 'Royal Spinwell Private Limited' to 'Royal Spinwell and Developers Private Limited' as stated above.
- b. The Transferor Company was incorporated with an object to primarily engage in the business of manufacturing and trading in yarn, fibres and textiles. Further, the main object clause of the Transferor Company was amended by a special resolution passed by the members of the Transferor Company in its Extra-Ordinary General Meeting held on January 6, 2020 to provide for engaging in the business of development and sale of the land / properties / real estate assets of the company and accordingly clause 3 (as mentioned below) was added to the main objects. Currently, the main objects as set out in the Memorandum of Association is as under:

“1. To carry on the business of manufacturers, spinners, weavers, agents, importers, exporters or otherwise as dealers of yarn of all kinds and descriptions, whether man-made or otherwise and whether or not mixed with fibers of vegetable, mineral or animal origin, manufacturing such fibers & fiber products of all kinds with or without mixing fibers of other origin above- described, by any process and also the business of manufacturing, ginning, preparing, combing, spinning, weaving, processing, buying, selling, distributing, importing, exporting and dealing in yarn, fibers and textiles.

2. To carry on the business of manufactures of texturised yarn and processors of man-made fibers, or in general, of any fibers, filments, yarn and fabrics (whether textile, felted, looped or otherwise) manufactured and/or processed from any base whether organic or inorganic or compounds or mixtures thereof by physical, chemical or any other process or treatment and of spinning, twisting, blending, combing, weaving, knitting, bleaching, processing, dyeing, printing, making or otherwise turning to account any other fibers, yarn or fabrics or finished articles thereof and of dealing in the chemicals, dyestuffs, equipments, washing, bleaching and dyeing materials, raw materials, packing materials and all other requisite needed for all or any of the above purposes and of the by-products which can be conveniently produced thereof and to buy, sell, import, export, distributive,

trade, stock, barter, exchange, make advances upon speculate, enter into forward transactions or otherwise deal in all or any of the foregoing.

3. To purchase, sale, take on lease or in exchange, or otherwise acquire any lands and buildings, and any estate or interest in, and any rights connected with, any such lands and buildings and to develop and turn to account any land acquired by or in which the company is interested and in particular by laying out and preparing the same for commercial purposes and to develop any of its land as industrial/commercial plots under any scheme introduced by any state government or central government or jointly scheme of state and central government or any private bodies and to construct, reconstruct, alter, improve, decorate, renovate, furnish any building for commercial purpose such as offices, factories, warehouses, shops, wharves and conveyance such land by consolidating, connecting, sub-dividing such immovable properties and by leasing and disposing off the same.”

- c. The details of the Capital structure of the Transferor Company as on December 31, 2023 is as under:

Particulars	Amount in INR
Authorized Share Capital	
1,00,000 Equity Shares of Rs. 10/- each	10,00,000/-
TOTAL	10,00,000/-
Issued, subscribed and paid-up Share Capital	
10,020 Equity Shares of Rs. 10/- each	1,00,200/-
TOTAL	1,00,200/-

- d. The equity shares of the Transferor Company are not listed on any stock exchanges.
- e. Details of Promoters (including promoter group) of the Transferor Company as on December 31, 2023 are as follows:

Sr. No.	Name of the Director	Status	Address
1.	Jayesh Amritlal Motasha	Promotor	7, Vaikunth Dakshina Murthi Co. Op. Soc., J.V.P.D. Scheme, 10th Road, Vile Parle (W), Mumbai - 400049, Maharashtra, India
2.	Vinod Kantilal Shah	Promotor	Geeta Niwas, 2nd Floor, Nr. Laxminarayan Temple, Mathuradas Road, Kandivali (W), Mumbai - 400067, Maharashtra, India
3.	Mahesh Kantilal Shah	Promotor Group	
4.	Suvrat Mahesh Shah	Promotor Group	
5.	Jay Vinod Shah	Promotor Group	

6.	Varun Jayesh Motasha	Promotor Group	7, Vaikunth Dakshina Murthi Co. Op. Soc., J.V.P.D. Scheme, 10th Road, Vile Parle (W), Mumbai - 400049, Maharashtra, India
7.	Deepak Amritlal Motasha	Promotor Group	3, Vrindavan Dakshina Murthi Co. Op. Soc., J.V.P.D. Scheme, 10th Road, Vile Parle (W), Mumbai - 400049, Maharashtra, India
8.	Vivek Deepak Motasha	Promotor Group	
9.	Mukesh Amritlal Motasha	Promotor Group	6, Tribhuvan Dakshina Murthi Co. Op. Soc., J.V.P.D. Scheme, 10th Road, Vile Parle (W), Mumbai - 400049, Maharashtra, India
10.	Rahul Mukesh Motasha	Promotor Group	

f. Details of directors of the Transferor Company as on December 31, 2023 are as follows:

Sr. No.	Name of the Director	Designation	Address
1.	Jayesh Amritlal Motasha	Director	7, Vaikunth Dakshina Murthi Co. Op. Soc., J.V.P.D., Scheme, 10th Road, Vile Parle (W), Mumbai - 400049, Maharashtra, India
2.	Vinod Kantilal Shah	Director	Geeta Niwas, 2nd Floor, Nr. Laxminarayan Temple, Mathuradas Road, Kandivali (W), Mumbai - 400067, Maharashtra, India

g. The latest annual financial statements of the Transferor Company have been audited for the financial year ended March 31, 2023, which are enclosed hereto as **Annexure 2**.

h. There are no Secured Creditors in the Transferor Company as on July 31, 2023. The value of Unsecured Creditors of the Transferor Company as on July 31, 2023 is INR 11,800 (Indian Rupees Eleven Thousand Eight Hundred Only).

B) Royal Cushion Vinyl Products Limited (“Transferee Company” or “RCVPL”)

a. The Transferee Company is a company incorporated on November 21, 1983 under the provisions of the Companies Act, 1956 as Private Limited Company in the State of Maharashtra under the name and style of “Royal Cushion Vinyl Products Private Limited”. Subsequently, in terms of special resolution passed by the members of the Transferee Company in its Extra-Ordinary General Meeting held on September 21, 1992 and upon approval granted by the Registrar of Companies, Maharashtra on January 18, 1993, the Transferee Company was converted into a Public Limited Company and pursuant thereto, its name was changed to “Royal Cushion Vinyl Products Limited”. The Corporate Identity Number of the Transferee Company is L24110MH1983PLC031395. The registered office of the Company is situated at 60CD, "Shlok" Government Industrial Estate, Charkop, Kandivali (West), Mumbai 400067, Maharashtra India. The Permanent Account Number of the Transferee Company issued by the Income Tax Department is AAACR5308P. The e-mail id of

the Company is legalho83@gmail.com. There has been no change in the name, registered office and the main objects of the Transferee Company in the last 5 (five) years.

- b. The Transferee Company is primarily engaged in the business of manufacturing and supplying of PVC floor covering, PVC sheets and PVC leathercloth. The main objects as set out in its Memorandum of Association is as under:

“1. To manufacture and sell floor coverings, wall coverings and other articles made from Poly Vinyl Chloride and/or Polyurethane.”

- c. The details of the Capital structure of the Transferee Company as on December 31, 2023 is as under:

Particulars	Amount in INR
Authorized Capital	
5,00,00,000 Equity Shares of Rs. 10/- each	50,00,00,000/-
TOTAL	50,00,00,000/-
Issued, Subscribed and Paid-up Capital	
3,65,88,462 Equity Shares of Rs. 10/- each ^{Note 1}	36,58,84,620/-
TOTAL	36,58,84,620/-

Note 1: This includes 2,45,21,250 Equity Shares of Rs. 10/- each issued and allotted by the Transferee Company on November 17, 2023 through a preferential issue. The trading permission in respect of said equity shares from BSE Limited (“BSE”) is under process.

- d. The equity shares of the Transferee Company are listed on BSE.
- e. Details of promoters and promoter group of the Transferee Company as on December 31, 2023 are as follows:

Sr. No.	Name of promoter / promoter group	Status	Address
1.	Mahesh Kantilal Shah	Promoter	Geeta Niwas, 2nd Floor, Nr. Laxminarayan Temple, Mathuradas Road, Kandivali (W), Mumbai - 400067, Maharashtra, India
2.	Jayshree Mahesh Shah	Promoter	
3.	Vinod Kantilal Shah	Promoter	
4.	Meena Vinod Shah	Promoter	
5.	Deepak Amritlal Motasha	Promoter	3, Vrindavan Dakshina Murthi Co. Op. Soc., J.V.P.D. Scheme, 10th Road, Vile Parle (W), Mumbai - 400049, Maharashtra, India
6.	Jayesh Amritlal Motasha	Promoter	7, Vaikunth Dakshina Murthi Co. Op. Soc., J.V.P.D., Scheme, 10th Road, Vile Parle (W), Mumbai - 400049, Maharashtra, India
7.	Mukesh Amritlal Motasha	Promoter	6, Tribhuvan Dakshina Murthi Co. Op. Soc., J.V.P.D. Scheme, 10th Road, Vile Parle (W), Mumbai - 400049, Maharashtra, India

8.	Arvind Vadilal Motasha	Promoter	Fionika, 7 th Floor, 59 - B, Walkeshwar Road, Mumbai – 400006, Maharashtra, India
9.	Hansa Arvind Motasha	Promoter	
10.	Sushilaben Kantilal Shah	Promoter Group	Geeta Niwas, 2nd Floor, Nr. Laxminarayan Temple, Mathuradas Road, Kandivali (W), Mumbai - 400067, Maharashtra, India
11.	Suvrat Mahesh Shah	Promoter Group	
12.	Rohini Mahesh Shah	Promoter Group	
13.	Sweta Deepak Motasha	Promoter Group	3, Vrindavan Dakshina Murthi Co. Op. Soc., J.V.P.D. Scheme, 10th Road, Vile Parle (W), Mumbai - 400049, Maharashtra, India
14.	Dipti Jayesh Motasha	Promoter Group	7, Vaikunth Dakshina Murthi Co. Op. Soc., J.V.P.D., Scheme, 10th Road, Vile Parle (W), Mumbai - 400049, Maharashtra, India
15.	Varun Jayesh Motasha	Promoter Group	
16.	Bhavana Mukesh Motasha	Promoter Group	6, Tribhuvan Dakshina Murthi Co. Op. Soc., J.V.P.D. Scheme, 10th Road, Vile Parle (W), Mumbai - 400049, Maharashtra, India
17.	Anuradha Jayesh Jhaveri	Promoter Group	Fionika, 7 th Floor, 59 - B, Walkeshwar Road, Mumbai – 400006, Maharashtra, India
18.	Bhaktavatsala Trading & Consultancy Services LLP	Promoter Group	60CD, Shlok, Government Industrial Estate, Charkop, Kandivali (West), Mumbai – 400067, Maharashtra, India.
19.	Trilokatma Trading & Consultancy Services LLP	Promoter Group	
20.	Lokswami Trading & Consultancy Services LLP	Promoter Group	
21.	Sahishnu Trading & Consultancy Services LLP	Promoter Group	
22.	Sugosh Trading & Consultancy Services LLP	Promoter Group	
23.	Shreedaha Trading & Consultancy Services LLP	Promoter Group	
24.	Vishvamurti Trading & Consultancy Services LLP	Promoter Group	
25.	Trilokesh Trading & Consultancy Services LLP	Promoter Group	
26.	Sumukh Trading & Consultancy Services LLP	Promoter Group	
27.	Shreeshaha Trading & Consultancy Services LLP	Promoter Group	
28.	Suhruda Trading & Consultancy Services LLP	Promoter Group	

29.	Lapada (Mauritius) Limited	Promoter Group	Les Cascades Edith Cavell Street, Port Louis, Mauritius
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- f. Details of Directors and Key Managerial Personnel (“KMP”) of the Transferee Company as on December 31, 2023 are as follows:

Sr. No.	Name of the Director	Designation	Address
1.	Mahesh Kantilal Shah	Managing Director	Geeta Niwas, 2nd Floor, Nr. Laxminarayan Temple, Mathuradas Road, Kandivali (W), Mumbai - 400067, Maharashtra, India
2.	Jayesh Amritlal Motasha	Director	7, Vaikunth Dakshina Murthi Co. Op. Soc., J.V.P.D., Scheme, 10th Road, Vile Parle (W), Mumbai, 400049, Maharashtra, India
3.	Harsha Mukesh Shah	Director	C/102, Ekta Bhoomi CHS Ltd, Mahavir Nagar, Kandivali West, Mumbai 400067, Maharashtra, India
4.	Avani Pandit Jolly	Director	C-2/208, Rajesh Apartments, Chandavarkar Road Indian Overseas Bank, Borivali West, Mumbai 400009, Maharashtra, India
5.	Deepti Tejas Parekh	Company Secretary	B/102, Bhoomi Utsav CHSL, M G Road, Kandivali West, Mumbai 400067, Maharashtra, India
6.	Vivek Deepak Motasha	Chief Financial Officer	Vrindavan, Bungalow No. 3, Plot No. 15, Dakshina, Murti Co. Op. Soc., Juhu, Mumbai 400049, Maharashtra, India

- g. The latest annual financial statements of the Transferee Company have been audited for the financial year ended March 31, 2023, which are enclosed hereto as **Annexure 3A**. The unaudited limited reviewed financial results of the Transferee Company for the six months period ended September 30, 2023, are also enclosed hereto as **Annexure 3B**.
- h. The value of Secured Creditors of the Transferee Company as on July 31, 2023 was INR 30,35,03,256 /- (Indian Rupees Thirty Crores Thirty Five Lakhs Three Thousand Two Hundred and Fifty Six Only).
- i. The value of Unsecured Creditors of the Transferee Company as on July 31, 2023 was INR 1,12,25,11,736 /- (Indian Rupees One Hundred and Twelve Crores Twenty-Five Lakhs Eleven Thousand Seven Hundred and Thirty-Six Only).

4. Relation subsisting between the Companies who are parties to the Scheme

- a. As on the date of filing the Scheme with the Hon'ble NCLT, both the Transferee Company and Transferor Company are held by the same controlling shareholders group.
- b. Both Transferor Company and Transferee Company are related parties of each other as per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as applicable. The amalgamation shall not attract the requirements of Section 188 of the Companies Act, 2013 (related party transactions), pursuant to the clarifications provided by the Ministry of Corporate Affairs vide its General Circular No. 30/2014 dated July 17, 2014. However, the transaction shall be considered as a 'related party transaction' under SEBI LODR Regulations.
- c. Mr. Jayesh Amritlal Motasha are serving on the Board of Director of the Transferor Company as well as the Transferee Company. Apart from this, there are no common directors on the Board of the Transferor Company and the Transferee Company.

5. **Description and Salient Features of the Scheme**

The details / salient features of the Scheme of Arrangement are set out as below. The capitalized terms used herein shall have the same meaning as ascribed to them in Clause 5 of Part I of the Scheme.

- a. This Scheme provides for the amalgamation / merger of Transferor Company with the Transferee Company under Sections 230 to 232 and other applicable provisions of the Act.
- b. The rationale and intended benefits of the Scheme are described in Para 2 above.
- c. The Appointed Date of the Scheme shall mean the opening of business on October 1, 2021 or such other date as the Hon'ble NCLT may allow or direct and which is acceptable to the Board of Directors of the Transferor Company and the Transferee Company.
- d. The Effective Date for the Scheme mean the last of the dates on which all the conditions referred to in Clause 21 of the Scheme has been complied including filing of the certified copy of the order sanctioning this Scheme, passed by the Hon'ble NCLT with the Registrar of the Companies by the Transferor Company and the Transferee Company collectively.
- e. Upon the coming into effect of the Scheme and with effect from the Appointed Date and pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, if any, the Undertaking of the Transferor Company shall, without any further act, instrument or deed, be and shall stand transferred to and / or vested in or be deemed to have been and stand transferred to or vested in the Transferee Company as a going concern so as to become as and from the Appointed Date, the Undertaking of the Transferee Company by virtue of and in the manner provided in this Scheme, together with all estate, rights, titles and interests and authorities including accretions and appurtenances therein including dividends, or other

benefits receivable. Notwithstanding anything contained in this Scheme, the provisions of the Scheme and all clauses hereunder shall be given effect to from the Appointed Date.

- f. In consideration for the amalgamation / merger, the Transferee Company shall without any further application or deed, issue and allot **i)** 7,807 equity shares of face value of Rs. 10/- each of the Transferee Company and **ii)** 16,117 NCRPS of face value of Rs. 10/- each of the Transferee Company, for every 19 fully paid-up equity shares of face value of Rs. 10/- each of the Transferor Company.
- g. The new equity shares to be issued and allotted by the Transferee Company pursuant to the Scheme shall rank pari passu with the existing equity shares of the Transferee Company in all respects and shall be listed and admitted for trading on the Stock Exchange by virtue of the Scheme. The NCRPS shall be non-convertible, redeemable and unlisted securities and as such, are not proposed to be listed on any stock exchanges.
- h. The Transferor Company shall be dissolved without winding up, on an order made by the Hon'ble NCLT under Section 230 of the Act.

Note: The above are the salient features of the Scheme. The unsecured creditors are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

6. Board Approvals

- a. The Board of Directors of the Transferor Company has approved the Scheme and adopted a report dated January 4, 2022 ("**RSDPL Board Report**") as per Section 232(2)(c) of the Act, explaining the effect of the Scheme on each class of shareholders (promoter and non-promoter), creditors, Key Managerial Personnel and employees of the Transferor Company and laying out in particular the share exchange ratio, setting out the salient features and rationale behind the Scheme. The RSDPL Board Report recommended the draft Scheme noting that the Scheme is not detrimental to the shareholders of Transferor Company, after taking into consideration, inter alia, the Valuation Report issued by Mr. Mayur Popat, Registered Valuer and the Fairness Opinion Report issued by Khambatta Securities Limited, Category-I Merchant Banker (as referred in Para 13 below). The RSDPL Board Report is enclosed hereto as **Annexure 4**.

The Board of Directors of the Transferor Company on January 04, 2022, unanimously approved the Scheme, as detailed below:

Name of Director	Voted in Favour / against / did not participate or vote
Jayesh Amritlal Motasha	In Favour
Vinod Kantilal Shah	In Favour

- b. The Board of Directors of the Transferee Company has approved the Scheme and adopted a report dated January 04, 2022 (“**RCVPL Board Report**”) as per Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Scheme on each class of shareholders (promoter and non-promoter), creditors, Key Managerial Personnel and employees of the Transferee Company and laying out in particular the share exchange ratio, setting out the salient features and rationale behind the Scheme. The RCVPL Board Report recommended the draft Scheme noting that the Scheme is not detrimental to the shareholders of Transferor Company, after taking into consideration, inter alia, i) report of the Audit Committee and report of the Committee of Independent Directors of the Transferee Company, each dated January 4, 2022 (*which is available on the website of the Transferee Company*); and ii) the valuation report issued by Mr. Mayur Popat, Registered Valuer and the Fairness Opinion Report issued by Khambatta Securities Limited, Category-I Merchant Banker (as referred in Para 13 below). The RCVPL Board Report is enclosed hereto as **Annexure 5**.

The Board of Directors of the Transferee Company on January 04, 2022, unanimously approved the Scheme, as detailed below:

Name of Director	Voted in Favour / against / did not participate or vote
Mahesh Kantilal Shah	In Favour
Jayesh Amritlal Motasha	In Favour
Harsha Mukesh Shah	In Favour
Avani Pandit Jolly	In Favour

7. Interest of Directors, Key Managerial Personnel (KMPs), their relatives and Debenture Trustee

- a. None of the Directors, KMPs (as defined under the Act and rules framed thereunder), as applicable, of the Transferor Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of their directorship and shareholding, if any, in the Transferor Company. The Transferor Company has not issued any debentures and hence, does not have any Debenture Trustee.
- b. None of the Directors, KMPs (as defined under the Act and rules framed thereunder), as applicable, of the Transferee Company and their respective relatives (as defined under the Act and rules framed thereunder), have any interest in the Scheme except to the extent of their directorship and shareholding, if any, in the Transferee Company. The Transferee Company has not issued any debentures and hence, does not have any Debenture Trustee.

8. Effect of the Scheme on interested stakeholders

The effect of scheme on various stakeholders viz. on Equity Shareholders (promoter and non-promoter members), Directors, KMPs, Employees, Creditors, Depositors, Debenture Holders and Debenture Trustees is summarized below:

- a. **Equity Shareholders (promoter and non-promoter members):**

Pursuant to the Scheme, entire equity share capital of the Transferor Company shall stand cancelled and in lieu thereof, the equity shares and NCRPS of the Transferee Company are proposed to be issued to the shareholders of the Transferor Company on the basis of fair share exchange ratio, as mentioned above. The Scheme is expected to be beneficial to the Companies and its shareholders and all other stakeholders in large and is not detrimental to any of the shareholders of the Companies.

b. Directors and KMPs:

The Scheme will have no adverse effect on the office of existing Directors and KMPs of the Transferee Company. Further, no change in the Board of Directors or KMPs of the Transferee Company is envisaged on account of the Scheme. It is clarified that, the KMPs and composition of the Board of Directors of the Transferee Company may change by appointments, retirements or resignations in accordance with the provisions of the Act but the Scheme itself does not affect the office of Directors and KMPs of the Transferee Company.

The effect of the Scheme on the Directors and KMPs of the Transferee Company in their capacity as Equity Shareholders of the Transferee Company, if any, is the same as in case of other Equity Shareholders of the Transferee Company, as mentioned Para 8 a. above.

Upon the Scheme becoming effective, the Directors of the Transferor Company will cease to be Directors of the Transferor Company. There are no KMPs in the Transferor Company.

c. Employees:

The Scheme will have no effect on the existing employees of the Transferee Company. Upon the effectiveness of this Scheme and with effect from the Effective Date, the Transferee Company undertakes to engage, without any interruption in service, the employees of the Transferor Company, if any, on terms and conditions no less favourable than those on which they are engaged by the Transferor Company.

d. Creditors:

The proposed Scheme does not involve any compromise or arrangement with the creditors. Creditors of the Transferee Company will continue to be creditors on the same terms and conditions, as before. The rights of the creditors of the Transferee Company shall not be adversely affected by the Scheme.

On the Scheme becoming effective, the creditors of the Transferor Company will become creditors of the Transferee Company and there will be no reduction in the claims of the creditors of the Transferor Company on account of the Scheme and will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

e. **Depositors, Debenture Holders and Debenture Trustee**

The Transferee Company and the Transferor Company have not taken any term deposits from depositors, therefore, no deposit trustees have been appointed. Neither there are any debenture holders nor there are any debenture trustees of the Transferor Company or the Transferee Company.

9. **Capital / Debt Restructuring**

- a. The Scheme does not contain or provide for capital / debt restructuring. The Scheme does not in any manner adversely or prejudicially affect the rights of any creditors of the Transferee Company and the Transferor Company or contemplate any compromise or arrangement with the creditors of the Transferee Company or the Transferor Company.
- b. Pursuant to the Scheme, the entire equity share capital of the Transferor Company shall stand cancelled and the Transferor Company shall be dissolved without winding up, on an order made by the Hon'ble NCLT under Section 230 of the Act.

10. **Capital Structure of the Transferor Company and Transferee Companies Post Scheme:**

Particulars	Transferor Company		Transferee Company	
	Authorised Share Capital	Issued, Subscribed & Paid-up Share Capital	Authorised Share Capital	Issued, Subscribed & Paid-up Share Capital
No. of equity shares	Nil	Nil	4,16,00,000	4,07,05,622
No. of preference shares (NCRPS)	Nil	Nil	85,00,000	84,99,592
Equity Share capital in Rs.	Nil	Nil	41,60,00,000	40,70,56,220
Preference Share capital (NCRPS) in Rs.	Nil	Nil	8,50,00,000	8,49,95,920

Note: Authorised and issued, subscribed and paid-up share capital as aforesaid is after considering the changes in the capital structure pursuant to the preferential issue recently concluded by the Transferee Company and as per proposals contained in the Scheme.

The shareholding pattern of the Transferee Company and the Transferor Company (pre-Scheme and post-Scheme) as on November 17, 2023 is enclosed herewith as **Annexure 6**. The entire pre-Scheme shareholding pattern of the Transferor Company shall stand cancelled and accordingly, there will be no post-Scheme shareholding pattern of the Transferor Company.

11. **Amounts due to the Unsecured Creditors**

- a. The amounts due to the Unsecured Creditors of the Transferor Company as on July 31, 2023 is INR 11,800/-.
- b. The amounts due to the Unsecured Creditors of the Transferee Company as on July 31, 2023 is INR 1,12,25,11,736/-.

12. Auditor’s Certificate on conformity of accounting treatment in the Scheme with Accounting Standards

In compliance with the requirements under the Companies Act, 2013 and SEBI Scheme Circular (as defined in the Scheme), M/s. Bipin & Co., Chartered Accountants, and Statutory Auditors of the Transferee Company has certified that the Accounting Treatment proposed in terms of Clause 13 of the Scheme of Arrangement is in conformity with the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013, through their certificate dated January 24, 2022.

13. Valuation Report and Fairness Opinion

- a. The Share Exchange Ratio as set out in the Scheme, has been approved by the Board of Directors of the Transferor Company and Transferee Company after taking into consideration the Valuation Report dated December 31, 2021 issued by Mr. Mayur Popat, Registered Valuer (IBBI/RV/006/2019/11173) (“Registered Valuer”) recommending the share exchange ratio for the Scheme of Arrangement (“Valuation Report”). A copy of the said Valuation Report is enclosed hereto as **Annexure 7**.
- b. The computation of fair Share Exchange Ratio as per report issued by the Registered Valuer is given below:

Sr. No.	Particulars	Transferee Company / RCVPL		Transferor Company / RSDPL	
		Value per share (INR)	Weight	Value per share (INR)	Weight
A	Market Approach	NA	-	NA	-
B	Income Approach based on DCF Method	(244.33)	75%	NA	-
C	Asset / Cost based approach	(325.57)	25%	12,591.99	100%
I.	Relative Valuer per Share	(264.64)	-	12,591.99	-
II.	Relative Valuer per Share considered for determining fair exchange ratio	10		12,591.99	
III.	Exchange Ratio for issue of Equity Shares (rounded off)	7,807		19	

IV.	Exchange Ratio for issue of redeemable non-convertible preference shares (rounded off)	16,117		19	
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N/A = Not Applied

- c. Market approach is a valuation approach that uses the market prices and other relevant information generated by market transactions of similar or identical nature and size in terms of assets, liabilities or group of assets and liabilities. The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in. In the present case, the shares of the Transferor Company are not listed on the stock exchanges and shares of the Transferee Company, though listed on BSE Limited, but were not frequently traded and therefore, this valuation method has not been applied.
- d. Discounted Cash Flow model indicates the fair market value of a business based on the value of free cash flows that the business is expected to generate in future. This method involves the estimation of post-tax cash flows for the projected period and the terminal value, after taking into account the business requirements of reinvestment in terms of capital expenditure and incremental working capital. The Transferor Company is presently not carrying on any active or significant business operations and as such it is not appropriate to apply the income-based valuation method for valuing the business of the Transferor Company. The DCF Method for valuing the Transferee Company has been applied given its operating history and its significant business operations.
- e. Asset / Cost based valuation approach is based on the value of underlying net assets of the business, on a book value basis / replacement cost / realizable value basis. The Transferor Company were owning significant piece and parcel of industrial land and as such the asset / cost based valuation is the only and most appropriate method to be applied to value the Transferor Company. On the other hand, the Transferee Company also owns and in possession of significant land and building including as part of its business activities and others as vacant surplus assets. Therefore, it is also appropriate to apply the asset / cost based valuation method to value the business of the Transferee Company.
- f. Based on the aforesaid and other key matter mentioned in the Valuation Report by the Registered Valuer including the relative fair value of equity shares of both Companies using the valuation approach and methods as referred in the report, the statutory requirement of issue of shares by the Transferee Company at a price not below the face value of such shares and statutory limitation on fresh issue of equity shares of the Transferee Company to the shareholders of the Transferor Company in order to ensure that the equity shareholding / voting rights of the promoter and promoter group of the Transferee Company post the effectiveness of the Scheme do not exceed the permissible non-public shareholding, the Registered Valuer recommended the share exchange ratio as follows:

“7,807 (Seven Thousand Eight Hundred Seven) equity share of face value of Rs. 10/- (Rupees Ten Only) each and 16,117 (Sixteen Thousand One Hundred Seventeen) redeemable non-convertible preference shares of face value of Rs. 10/- (Rupees Ten Only) each of the Transferee Company, for every 19 (Nineteen) fully paid-up equity share of face value of Rs. 10/- (Rupees Ten Only) each of the Transferor Company.”

- g. The details of the valuation forms part of the Valuation Report dated December 31, 2021 issued by the Registered Valuer.
- h. In terms of SEBI Scheme Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, the Transferor Company and Transferee Company had appointed Khambatta Securities Limited, Category-I Merchant Banker registered with SEBI to issue the Fairness Opinion Report on the Valuation Report issued by the Registered Valuer as aforesaid. A copy of the said Fairness Opinion Report dated January 4, 2022 issued by Khambatta Securities Limited is enclosed hereto as **Annexure 8**.
- i. The proposal for the Scheme was placed before the Audit Committee and Committee of Independent Directors of the Transferee Company at its meeting held on January 04, 2022. The Committees took into account the recommendations on the fair valuation mentioned in the Valuation Report provided by the Registered Valuer and the Fairness Opinion provided by Khambatta Securities Limited (Registration No. INM000011914), SEBI registered Merchant Banker dated January 4, 2022. Both Committees have recommended the proposed Scheme to the Board of Directors of the Company.
- j. The Board of Directors of the Transferee Company have taken into account the recommendations of the Audit Committee and Committee of Independent Directors, Share Exchange Ratio provided in the Valuation Report dated December 31, 2021 provided by the Registered Valuer and the Fairness Opinion Report dated January 04, 2022 provided by Khambatta Securities Limited.
- k. Based on the aforesaid, the Board of Directors of the Transferee Company have come to conclusion that the Share Exchange Ratio provided in the Valuation Report is fair and reasonable and has approved the same at its meeting held on January 04, 2022.

14. **Approvals and intimations in relation to the Scheme**

- a. The copy of the Scheme of Arrangement duly approved by the Board of Directors of the Transferee Company along with other required documents were submitted to the concerned stock exchange viz. BSE for seeking its No-objection letter as required under Regulation 37 of the SEBI LODR Regulations read with SEBI Master Circular having No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021, including any amendments or modifications thereof. In response to the same, BSE has issued the observation letter dated April 6, 2023 to the Transferee Company. There are no adverse

observations on the Scheme in the said letter of BSE. Copy of the said 'No Adverse Observation' letter from BSE is enclosed hereto as **Annexure 10**.

- b. Further, in relation to the said SEBI Master Circular, the Transferee Company has not received any complaint relating to the Scheme and 'No Complaint Report' was filed by the Transferee Company with BSE, the copy of which has been enclosed hereto as **Annexure 9**.
- c. In addition to the approval of the Hon'ble NCLT, the Transferor Company and / or the Transferee Company will obtain such necessary approvals / sanctions / no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with applicable law, as may be required.
- d. A copy of the Scheme will be filed by the Transferor Company and the Transferee Company with the Registrar of Companies, Maharashtra, once approved by the Hon'ble NCLT.
- e. BSE in its observation letter dated April 6, 2023 advised the Company to include certain disclosures in the notice as a part of explanatory statement or proposal accompanying resolution to be passed to be forwarded by the Transferee Company to the shareholders while seeking approval under section 230 and 232 of the Act. The said disclosures have been made at relevant places in this Notice including as under:
 - (i) **Proceedings:** The summary details of the ongoing adjudication & recovery proceedings, prosecution initiated and all enforcement action taken, if any, against the Transferee Company, its promoters and directors, are enclosed hereto as **Annexure 11**.
 - (ii) **Abridged Prospectus:** Disclosure document containing information in the format prescribed for abridged prospectus pertaining to the unlisted entity i.e. Royal Spinwell and Developers Private Limited involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is enclosed hereto as **Annexure 12**.
 - (iii) **Pro-forma Balance Sheet:** The pre and post scheme details of assets and liabilities of Transferee Company and Transferor Company, as applicable, as on the Appointed Date viz. October 1, 2021 is enclosed hereto as **Annexure 13**.

15. Inspection of Documents

Electronic copy of the following documents will be available for inspection in the "Investor Relations" section of the website of the Company at <https://www.rcvp.in>:

- a. Memorandum and Articles of Association of the Transferor Company and the Transferee Company;

- b. Copy of the order of the Hon'ble NCLT dated December 15, 2023 read with the addendum order dated December 22, 2023;
- c. Copy of the Scheme;
- d. Audited Financial Statements of the Transferor Company for the financial year ended March 31, 2023;
- e. Audited Standalone Financial Statements of the Transferee Company for the financial year ended March 31, 2023;
- f. Unaudited Limited Reviewed Financial Results of the Transferee Company for the six months period ended September 30, 2023;
- g. Report of the Audit Committee and Committee of Independent Directors of the Transferee Company each dated January 4, 2022 recommending the Scheme;
- h. Reports adopted by the respective Board of Directors of the Transferor Company and the Transferee Company, pursuant to the provisions of Section 232(2)(c) of the Act;
- i. Shareholding pattern of the Transferee Company and the Transferor Company (pre-Scheme and post-Scheme) as on November 17, 2023;
- j. Valuation Report dated December 31, 2021 issued by CA Mayur Popat, an Independent Registered Valuer;
- k. Fairness Opinion report dated January 4, 2022 issued by Khambatta Securities Limited (Registration No. INM000011914), SEBI registered Merchant Banker;
- l. 'No Complaints Report' dated March 30, 2022 submitted by Transferee Company to BSE Limited;
- m. Observation Letter dated April 6, 2023 issued by BSE Limited;
- n. The summary details of the ongoing adjudication & recovery proceedings, prosecution initiated and all enforcement action taken, if any, against the Transferee Company, its promoters and directors;
- o. Disclosure document containing information in the format prescribed for abridged prospectus pertaining to the unlisted entity i.e. Royal Spinwell and Developers Private Limited involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with the certificate issued by Kunvarji Finstock Private Limited, SEBI Registered Merchant Banker thereon, certifying the accuracy and adequacy of disclosures made in the said disclosure document;

- p. Statement containing details of pre and post Scheme assets and liabilities of Royal Cushion Vinyl Products Limited and Royal Spinwell and Developers Private Limited as on Appointed Date viz. September 30, 2021;
- q. Certificates of the Statutory Auditors of the Transferee Company confirming that the accounting treatment prescribed under the Scheme is in compliance with Section 133 of the Companies Act, 2013 and applicable accounting standards; and
- r. All other documents displayed on the website of the Transferee Company in terms of the SEBI Master Circular.

The above documents shall be available for obtaining extract from or for making copies of by the unsecured creditors at the Registered Office of the Transferee Company on all working days, between Monday to Friday except public holidays, between 11:30 A.M. (IST) to 4:00 P.M. (IST) up to the date of the Meeting.

Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Transferee Company, its equity shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommend the Scheme for approval of the unsecured creditors.

The Directors and KMPs, as applicable, of the Transferor Company and the Transferee Company, and their respective relatives do not have any concern or interest, financially or otherwise, in the Scheme except as equity shareholders in general and except as stated herein.

Sd/-
Mr. Anmol Jha
Chairperson appointed by the Hon'ble NCLT for the meeting

Dated: Thursday, January 11, 2024
Place: Mumbai

Registered Office:

60CD, "Shlok", Government Industrial Estate,
Charkop, Kandivali (West), Mumbai – 400067
CIN: L24110MH1983PLC031395
Website: <https://www.rcvp.in/>
E-mail: deepti.sheth@natroyalgroup.com
Tel.: 02228603514

SCHEME OF ARRANGEMENT

AMONGST

**ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
("TRANSFEROR COMPANY")**

AND


**ROYAL CUSHION VINYL PRODUCTS LIMITED
("TRANSFeree COMPANY")**

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS THE
COMPANIES ACT, 2013 READ WITH APPLICABLE RULES MADE THEREUNDER**

For Royal Cushion Vinyl Products Ltd.


Authorised Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED


DIRECTOR / AUTHORISED SIGNATORY

1. PREAMBLE

This Scheme Arrangement ("Scheme") is presented under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactments thereof, if any, for the amalgamation / merger of Royal Spinwell and Developers Private Limited ("Transferor Company") with Royal Cushion Vinyl Products Limited ("Transferee Company") and other ancillary and incidental matters thereto.

2. BACKGROUND OF COMPANIES

2.1 Royal Cushion Vinyl Products Limited ("RCVPL" or "Transferee Company")

2.1.1 The Transferee Company was incorporated on November 21, 1983 under the provisions of the Companies Act, 1956 as a Private Limited Company in the State of Maharashtra under the name and style of "Royal Cushion Vinyl Products Private Limited". Subsequently, in terms of special resolution passed by the members of the Transferee Company in its Extra Ordinary General Meeting ("EGM") held on September 21, 1992 and upon approval granted by the Registrar of Companies, Maharashtra on January 18, 1993, the Transferee Company was converted into a Public Limited Company and pursuant thereto, its name was changed to "Royal Cushion Vinyl Products Limited". The Corporate Identity Number of the Transferee Company is L24110MH1983PLC031395.

2.1.2 The registered office of the Transferee Company is situated at 60CD, "Shlok" Government Industrial Estate, Charkop, Kandivali (West), Mumbai 400067, Maharashtra India.

2.1.3 The Transferee Company is primarily engaged in the business of manufacturing and supplying of PVC floor covering, PVC sheets and PVC leathercloth. The main objects as set out in the Memorandum of Association is as under:

1. "To manufacture and sell floor coverings, wall coverings and other articles made from Poly Vinyl Chloride and/or Polyurethane."

2.1.4 The equity shares of the Transferee Company are listed on BSE Limited.

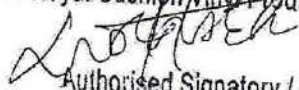
2.2 Royal Spinwell and Developers Private Limited ("RSDPL" or "Transferor Company")

2.2.1 The Transferor Company was incorporated on June 28, 1991 under the provisions of the Companies Act, 1956 as a Private Limited Company in the State of Maharashtra under the name and style of "Royal Spinwell Private Limited". Subsequently, the name of the Transferor Company was changed to its present name of "Royal Spinwell and Developers Private Limited" by a special resolution passed by the members of the Transferor Company in the EGM held on January 06, 2020. The Corporate Identity Number of the Transferor Company is U17120MH1991PTC062262.

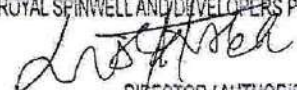
2.2.2 The registered office of the Transferor Company is situated at 60CD "Shlok" Government Industrial Estate Charkop, Kandivali (West), Mumbai 400067, Maharashtra India.

2.2.3 The Transferor Company was incorporated with an object to primarily engage in the business of manufacturing and trading in yarn, fibres and textiles. Further, the main object clause of the Transferor Company provides for engaging in the

For Royal Cushion Vinyl Products Ltd.


Authorised Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED


DIRECTOR / AUTHORISED SIGNATORY

business of development and sale of the land / properties / real estate assets of the company. Currently, the main object as set out in the Memorandum of Association is as under:

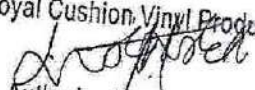
"1. To carry on the business of manufacturers, spinners, weavers, agents, importers, exporters or otherwise as dealers of yarn of all kinds and descriptions, whether man-made or otherwise and whether or not mixed with fibers of vegetable, mineral or animal origin, manufacturing such fibers & fiber products of all kinds with or without mixing fibers of other origin above- described, by any process and also the business of manufacturing, ginning, preparing, combing, spinning, weaving, processing, buying, selling, distributing, importing, exporting and dealing in yarn, fibers and textiles.

2. To carry on the business of manufactures of texturised yarn and processors of man- made fibers, or in general, of any fibers, filments, yarn and fabrics (whether textile, felted, looped or otherwise) manufactured and/or processed from any base whether organic or inorganic or compounds or mixtures thereof by physical, chemical or any other process or treatment and of spinning, twisting, blending, combing, weaving, knitting, bleaching, processing, dyeing, printing, making or otherwise turning to account any other fibers, yarn or fabrics or finished articles thereof and of dealing in the chemicals, dyestuffs, equipments, washing, bleaching and dyeing materials, raw materials, packing materials and all other requisite needed for all or any of the above purposes and of the by-products which can be conveniently produced thereof and to buy, sell, import, export, distributive, trade, stock, barter, exchange, make advances upon speculate, enter into forward transactions or otherwise deal in all or any of the foregoing.

3. To purchase, sale, take on lease or in exchange, or otherwise acquire any lands and buildings, and any estate or interest in, and any rights connected with, any such lands and buildings and to develop and turn to account any land acquired by or in which the company is interested and in particular by laying out and preparing the same for commercial purposes and to develop any of its land as industrial/commercial plots under any scheme introduced by any state government or central government or jointly scheme of state and central government or any private bodies and to construct, reconstruct, alter, improve, decorate, renovate, furnish any building for commercial purpose such as offices, factories, warehouses, shops, wharves and conveyance such land by consolidating, connecting, subdividing such immovable properties and by leasing and disposing off the same."

3. RATIONALE OF THE SCHEME

- 3.1 The Transferor Company was incorporated with an object to primarily engage in the business of manufacturing and trading in yarn, fibers and textiles. The Transferee Company is engaged in the business of manufacture and supplying of PVC floor covering, PVC sheets and PVC leathercloth. Both the Companies are held by the same controlling shareholders group.
- 3.2 RCVPL has a manufacturing plant / factory located at Garadhīya, Taluka Savli, District Vadodara, Gujarat on a part of the larger piece and parcel of land (referred to as the "RCVPL Larger Land"). The said manufacturing plant / factory is set-up on a small part of the said Larger Land (referred to as the "RCVPL Larger Land In Use") and the balance area of the said RCVPL Larger Land apart from the RCVPL Larger Land In Use is vacant and surplus (referred to as the "RCVPL Surplus Land").
- 3.3 The management of RCVPL has been exploring and evaluating to sell and monetise the surplus assets of RCVPL which includes RCVPL Surplus Land, which are not being

For Royal Cushion Vinyl Products Ltd.

 Authorised Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED

 DIRECTOR / AUTHORISED SIGNATORY

used for its core business operations with an intent to generate funds which can be better deployed in its core business operations. In this regard, RCVPL has recently entered into a Memorandum of Understanding ('MOU') with a party ('Other Party to the MOU') who has expertise to sell and market industrial land parcels / plots whereby certain common minimum arrangement was agreed upon in relation to sell of RCVPL Surplus Land to ultimate interested buyers, who may be introduced by the Other Party to the MOU.

- 3.4 RSDPL is a group company of RCVPL and is related to the promoter and promoter group of RCVPL. RSDPL also owns and possesses a vacant piece and parcel of land at Garadhya, Taluka Savli, District Vadodara, Gujarat, which is adjoining to and adjacent to RCVPL Larger Land (referred to as the "RSDPL Land"). RSDPL has also been exploring and looking to find suitable buyers / interested parties who are willing to purchase the RSDPL Land either in entirety or in parts at attractive market rates to maximise the monetisation from the surplus assets.
- 3.5 In the stated background and in order to consolidate the adjoining land parcels, namely RCVPL Surplus Land and RSDPL Land, owned by both the companies viz. RCVPL and RSDPL, with an objective to be in a better position to negotiate, market and monetise the consolidated larger land parcels to realise its full potential in an efficient and optimum manner including by way of joint-development, co-development, industrial plotting, outright sale etc., the management of RCVPL and RSDPL has proposed a scheme of arrangement under the provisions of the section 230 to 232 of the Companies Act, 2013 to provide for the merger of RSDPL into RCVPL.
- 3.6 The Scheme provides an opportunity to RCVPL to acquire and aggregate the RSDPL Land along with RCVPL Surplus Land to create a larger pool of land which can be monetised and marketed at better commercial considerations and at the same time, discharge the consideration for acquisition / aggregation of RSDPL Land through merger of RSDPL into RCVPL in non-monetary form by issue of its securities to the shareholders of RSDPL.
- 3.7 Further, merger of RSDPL with RCVPL will lead to a more efficient utilization, exploitation and monetisation of larger land parcels, better realisation of the cash / funds which would be generated from such monetisation of assets and larger pool of funds which can be better deployed for further business operations.
- 3.8 The merger of Companies will also provide ancillary benefits in the form of administrative and operational rationalization and promote organizational efficiencies with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters including administrative, managerial and other expenditure, and optimal utilization of resources by elimination of duplication of activities and related costs.
- 3.9 Thus, with an intent to achieve aforesaid objectives and further in order to consolidate, streamline and effectively merge the Transferor Company and the Transferee Company in a single entity it is intended that the Transferor Company be merged / amalgamated with the Transferee Company.
- 3.10 In view of the aforesaid objectives, the Board of Directors of the Transferor Company and the Transferee Company have considered and proposed the amalgamation for the transfer and vesting of the Undertaking of the Transferor Company (as defined hereunder) and business of the Transferor Company with and into the Transferee Company and other ancillary and incidental matters stated herein, with an opinion that the amalgamation and other provisions of the Scheme would benefit the

For Royal Cushion Vinyl Products Ltd.

 Authorised Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED

 DIRECTOR / AUTHORISED SIGNATORY

shareholders, employees and other stakeholders of the Transferor Company and the Transferee Company.

- 3.11 The amalgamation of the Transferor Company with the Transferee Company will combine the business, activities and operations of the Transferor Company and the Transferee Company into a single company with effect from the Appointed Date and shall be in compliance with the provisions of the IT Act (as defined hereunder), including Section 2(1B) thereof or any amendments thereto.

4. PARTS OF THE SCHEME

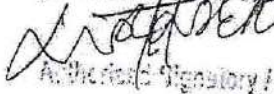
This Scheme is divided into the following parts:

PART I deals with the Definitions, Interpretations and Share Capital;

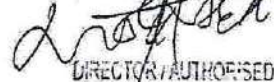
PART II deals with the Amalgamation of the Transferor Company with the Transferee Company; and

PART III deals with the General Terms and Conditions and other matters consequential to and integrally connected with the Scheme.

For Royal Cushion Vinyl Products Ltd.


Authorised Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED


DIRECTOR / AUTHORISED SIGNATORY

PART I – DEFINITIONS, INTERPRETATIONS AND SHARE CAPITAL

5. DEFINITIONS

In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:

- 5.1 **“Act”** means the Companies Act, 2013, save and except for any provisions yet to be notified, in respect of which the corresponding provisions of the Companies Act, 1956 shall be applicable to the extent the same are yet in force and operative and includes rules, regulations, notifications, circulars and clarifications issued thereunder. References in this Scheme to particular provision of the Act, are references to particular provision of the Companies Act, 2013, unless stated otherwise.
- 5.2 **“Applicable Laws”** means any statute, notification, bye-laws, rules, regulations, guidelines, common law, policy, code, directives, ordinance, schemes, notices, orders or instructions, laws enacted or issued or sanctioned by any Appropriate Authority in India including any modifications or re-enactment thereof for the time being in force.
- 5.3 **“Appointed Date”** means the opening of business on October 1, 2021 or such other date as the Hon’ble NCLT may allow or direct and which is acceptable to the Board of Directors of the Transferor Company and the Transferee Company.
- 5.4 **“Appropriate Authority”** means any applicable Central, State or Local Government, statutory, regulatory, departmental or public body or authority of relevant jurisdiction, legislative body or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof including Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Official Liquidators, Regional Directors, Reserve Bank of India, or arbitration or arbitral body having jurisdiction, courts and other government and regulatory authorities of India.
- 5.5 **“Board of Directors” or “Board”** means the respective Board of Directors of the Transferor Company and / or the Transferee Company, as the case may be, and shall include any committee of directors constituted or appointed and authorized for the purposes of matters pertaining to this Scheme and or any other matter relating thereto.
- 5.6 **“Effective Date”** means the last of the dates on which all the conditions as referred to in Clause 21 of the Scheme has been complied including filing of certified copy of the order, sanctioning this Scheme, passed by the Hon’ble NCLT with the Registrar of Companies by the Transferor Company and the Transferee Company collectively. Any references in this Scheme to the date of **“coming into effect of this Scheme”** or **“upon the Scheme becoming effective”** shall mean the Effective Date.
- 5.7 **“Encumbrance”** means any options, pledge, mortgage, lien, security, interest, claim, charge, pre-emptive right, easement, limitation, attachment, restraint or any other encumbrance of any kind or nature whatsoever, and the term **“encumber”** or **“encumbered”** shall be construed accordingly.
- 5.8 **“Intellectual Property Rights”** means and includes patents, trademarks, service marks, registered designs, data base rights, trade or business names, know-how, dossiers, marketing authorizations, copy-rights, domain name rights and any other intellectual property rights and rights of a similar and corresponding nature in any

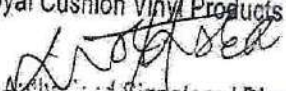
For Royal Cushion Vinyl Products Ltd.
[Signature]
Authorized Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
[Signature]
DIRECTOR/AUTHORIZED SIGNATORY

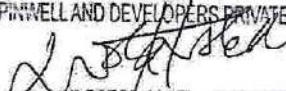
part of the world, whether registered or not and whether capable of registration or not.

- 5.9 **"IT Act"** means the Income-tax Act, 1961, as may be amended or supplemented from time to time (and any successor provisions of law), including any statutory modifications or reenactments thereof together with all applicable bye-laws, rules, regulations, orders, ordinances, directions including circulars and notifications and similar legal enactments, in each case issued under the Income-tax Act, 1961.
- 5.10 **"NCLT"** means the National Company Law Tribunal, Mumbai bench having jurisdiction in relation to the Transferor Company and the Transferee Company and shall be deemed to include, if applicable, a reference to such other forum or authority which may be vested with any of the powers of National Company Law Tribunal to sanction the Scheme under the Act.
- 5.11 **"NCRPS"** means the non-convertible, redeemable preference shares of face value of Rs. 10/- (Rupees Ten Only) each of the Transferee Company, having such terms and conditions as the Transferee Company and the Transferor Company may decide. NCRPS shall not be listed on any stock exchanges.
- 5.12 **"Record Date"** means the date to be fixed by the Board of Directors of the Transferor Company in consultation with the Board of Directors of the Transferee Company for the purpose of determining the names of the shareholders of the Transferor Company who shall be entitled to receive the shares of the Transferee Company, pursuant to the Scheme.
- 5.13 **"Registrar of Companies"** means the Registrar of Companies, Mumbai, Maharashtra.
- 5.14 **"Scheme"** or **"the Scheme"** or **"this Scheme"** means this Scheme of Arrangement in its present form or with any modification(s) made hereunder in this Scheme as approved or directed by the Hon'ble NCLT and which is acceptable to the Board of Directors of the Transferor Company and the Transferee Company.
- 5.15 **"SEBI"** means the Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992, as amended from time to time.
- 5.16 **"SEBI Scheme Circular"** means the master circular in relation to scheme of arrangement issued by SEBI having No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 covering all circulars issued by SEBI in relation to scheme of arrangement including any amendments or modifications thereof, and any other circular issued pursuant to Regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR"**).
- 5.17 **"Stock Exchange"** means the BSE Limited.
- 5.18 **"Transferee Company"** or **"RCVPL"** means as provided under Clause 2.1 of the Scheme.
- 5.19 **"Transferor Company"** or **"RSDPL"** means as provided under Clause 2.2 of the Scheme.
- 5.20 **"Undertaking of the Transferor Company"** means the entire business and whole of the undertaking of the Transferor Company as a going concern with all its assets, rights, licenses and powers, and all its debts, outstandings, liabilities, duties and obligations and employees as on the Appointed Date including, but not limited to, the following:

For Royal Cushion Vinyl Products Ltd.


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5.20.1 All the assets and properties (whether movable or immovable, tangible or intangible, real or personal, in possession or reversion, corporeal or incorporeal, present, future or contingent) of the Transferor Company whether situated in India or abroad, but not limited to plants and machinery, computers, equipment, buildings and structures, offices, residential and other premises, including all tangible and intangible assets, stock in trade, capital work in progress, sundry debtors, furniture, fixtures, interiors, office equipment, vehicles, appliances, accessories, deposits, all stocks, assets, investments of all kinds (including shares, scripts, subsidiaries, stocks, bonds, debentures stocks, units or pass through certificates) including shares or other securities held by the Transferor Company, cash balances or deposits with banks, cheques on hand, loans, advances, contingent rights or benefits, book debts, receivables, actionable claims, earnest moneys, advances or deposits paid by the Transferor Company, financial assets, leases (including but not limited to lease rights of the Transferor Company), hire purchase contracts and assets, lending contracts, rights and benefits under any agreement, benefit of any security arrangements or under any guarantees, reversions, powers, bids, tenders, letters of intent, expressions of interest, development rights (whether vested or potential and whether under agreements or otherwise), municipal permissions, tenancies or license in relation to the office and /or residential properties (including for the employees or other persons), guest houses, godowns, warehouses, licenses, fixed and other assets, intangible assets (including but not limited to software), trade and service names and marks, patents, copyrights, designs and other intellectual property rights of any nature whatsoever, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, title, interests, other benefits (including tax benefits), assets held by or relating to The Transferor Company employee benefit plan, export incentives accrued, derivative instruments, forward contracts, insurance claims receivable, tax holiday benefit, incentives, credits (including tax credits), minimum alternative tax credit entitlement, tax losses, rights, easements, privileges, liberties and advantages of whatsoever nature and wheresoever situate belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Company or in connection with or relating to the Transferor Company and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company, in each case, whether in India or abroad;

5.20.2 All agreements, rights, contracts, entitlements, licenses, permits, permissions, incentives, approvals, registrations, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges and claims as to any patents, trademarks, designs, quotas, rights, engagements, arrangements, authorities, allotments, security arrangements, benefits of any guarantees, reversions, powers and all other approvals of every kind, nature and description whatsoever relating to the Transferor Company's business activities and operations;

5.20.3 All Intellectual Property Rights, engineering and process information, software licenses (whether proprietary or otherwise), drawings, records, files, books, papers, computer programs, manuals, data, catalogues, sales and advertising material, lists of present and former customers and suppliers, customer credit information, customer pricing information, other customer information and all other records

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and documents, whether in physical or electronic form, relating to the business activities and operations of the Transferor Company;

- 5.20.4 Amounts claimed by the Transferor Company whether or not so recorded in the books of accounts of the Transferor Company from any Appropriate Authority, under any law, act, scheme or rule, as refund of any tax, duty, cess or of any excess payment;
- 5.20.5 Rights to any claim not preferred or made by the Transferor Company in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Company and any interest thereon, under any law, act, rule or scheme, and in respect of set-off, carry forward of un-absorbed losses, deferred revenue expenditure, deduction, exemption, rebate, allowance, amortization benefit, etc. whether under the IT Act, the rules and regulations thereunder, or taxation laws of other countries, or any other or like benefits under the said acts or under and in accordance with any law or act, whether in India or anywhere outside India;
- 5.20.6 All debts (secured and unsecured), liabilities including contingent liabilities, duties, leases of the Transferor Company and all other obligations of whatsoever kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized. Provided that if there exists any reference in the security documents or arrangements entered into by the Transferor Company under which the assets of the Transferor Company stand offered as a security for any financial assistance or obligation, the said reference shall be construed as a reference to the assets pertaining to the Undertaking of the Transferor Company vested in the Transferee Company by the virtue of the Scheme. The Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Transferor Company which shall vest in Transferee Company by virtue of the amalgamation. The Transferee Company shall not be obliged to create any further or additional security thereof after the amalgamation has become effective;
- 5.20.7 All other obligations of whatsoever kind, including liabilities of the Transferor Company with regard to their employees, if any, with respect to the payment of gratuity, pension benefits and the provident fund or other compensation or benefits, if any, whether in the event of resignation, death, voluntary retirement or retrenchment or otherwise;
- 5.20.8 All permanent and temporary employees engaged by the Transferor Company, if any.

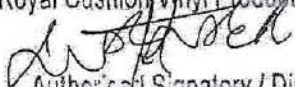
All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be, or any statutory modification(s) or re-enactment(s) thereof from time to time.

6. SHARE CAPITAL

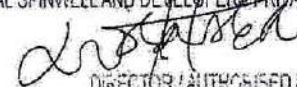
- 6.1 The share capital of the Transferee Company as on March 31, 2021 was as under:

Particulars	Amount (In Rs.)
Authorised Capital	
3,00,00,000 Equity Shares of Rs. 10/- each	30,00,00,000/-
Total	30,00,00,000/-
Issued, Subscribed and Paid-up Capital	

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1,20,67,212 Equity Shares of Rs. 10/- each fully paid-up	12,06,72,120/-
Total	12,06,72,120/-

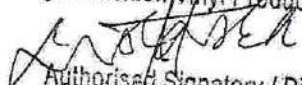
Subsequent to March 31, 2021, there has been no change in the Issued, subscribed and paid-up share capital of the Transferee Company.

6.2 The share capital of the Transferor Company as on March 31, 2021 was as under:


Particulars	Amount (in Rs.)
Authorised Capital	
1,00,000 Equity Shares of Rs. 10/- each	10,00,000/-
Total	10,00,000/-
Issued, Subscribed and Paid-up Capital	
10,020 Equity Shares of Rs. 10/- each fully paid-up	1,00,200/-
Total	1,00,200/-

Subsequent to March 31, 2021, there has been no change in the issued, subscribed and paid-up share capital of the Transferee Company.

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PART II – AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFeree COMPANY

7. TRANSFER AND VESTING OF UNDERTAKING

7.1 **General:** Upon the coming into effect of the Scheme and with effect from the Appointed Date and pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, if any, the Undertaking of the Transferor Company shall, without any further act, instrument or deed, be and shall stand transferred to and / or vested in or be deemed to have been and stand transferred to or vested in the Transferee Company as a going concern so as to become as and from the Appointed Date, the Undertaking of the Transferee Company by virtue of and in the manner provided in this Scheme, together with all estate, rights, titles and interests and authorities including accretions and appurtenances therein including dividends, or other benefits receivable. Notwithstanding anything contained in this Scheme, the provisions of this Scheme and all clauses hereunder shall be given effect to from the Appointed Date.

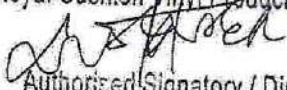
7.2 **Transfer of Assets:** Without prejudice to the generality of Clause 7.1 above, upon the coming into effect of this Scheme and with effect from the Appointed Date:

7.2.1 All assets and properties of the Transferor Company as on the Appointed Date, whether or not included in the books of the Transferor Company, and all assets and properties which are acquired by the Transferor Company on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferee Company, and shall under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme pursuant to the provisions of Sections 230 to 232 of the Act. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement in order to give effect to the provisions of this Clause.


7.2.2 In respect of such assets owned and belonging to the Undertaking of the Transferor Company as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Company and shall become the property of the Transferee Company in pursuance of the provisions of Sections 230 to 232 and other applicable provisions of the Act.

7.2.3 In respect of movables, other than those dealt with in Clause 7.2.2 above, of the Transferor Company including the sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Government, quasi government, local or other authority or body or with any company or other person, the same shall, without any further act, instrument or deed, on and from the Appointed Date stand transferred to and vested in the Transferee Company without any notice or other intimation to the debtors (although the Transferee Company may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or deposittee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in the Transferee Company).

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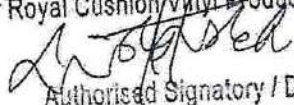
7.2.4 All consents, permissions, licenses, permits, quotas, approvals, certificates, clearances, authorities, leases, tenancy, assignments, allotments, registrations, incentives, subsidies, concessions, grants, rights, claims, liberties, special status, other benefits or privileges and any powers of attorney given by, issued to or executed in favour of the Transferor Company including in relation to the Undertaking of the Transferor Company, and all rights and benefits which have accrued to the Transferor Company shall, under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, stand transferred to and vested in, or shall be deemed to be transferred to or vested in, the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, so as to become, as and from the Appointed Date, consents, permissions, licenses, permits, quotas, approvals, certificates, clearances, authorities, leases, tenancy, assignments, allotments, registrations, incentives, subsidies, concessions, grants, rights, claims, liberties, special status, other benefits or privileges and any powers of attorney of the Transferee Company which are valid, binding and enforceable on the same terms, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company.

7.2.5 The transfer as aforesaid shall be subject to charges / hypothecations / mortgages over the assets or any part thereof provided, however, that any reference in any security document or any arrangements to which the Transferor Company is a party, to the assets or properties of the Transferor Company offered as security for any financial assistance or obligations to the secured creditor/s of the Transferor Company or third parties, shall be construed only to be to the respective assets or properties pertaining to the Undertaking of the Transferor Company as are vested in the Transferee Company by virtue of this Clause to the end and intent that such security, mortgage and charge shall not extend or be deemed to extend to any assets or any other units or divisions of the Transferee Company unless specifically agreed to by the Transferee Company with such secured creditor/s and subject to consents and approvals of the existing secured creditors of the Transferee Company, if any. This Scheme shall not operate to enlarge / enhance any security created by the Transferor Company in favour of any lender or third party.

7.3 **Transfer of Liabilities:** Without prejudice to the generality of Clause 7.1 above, upon the coming into effect of this Scheme and with effect from the Appointed Date:

7.3.1 All the liabilities including all secured and unsecured debts, whether in Indian rupees or foreign currency), sundry creditors, contingent liabilities, duties, obligations and undertaking of the Transferor Company of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized for its business activities and operations (the "Liabilities") shall, without any further act, instrument or deed, be and shall stand transferred to and vested in or deemed to have been transferred to and vested in the Transferee Company, along with any charge, lien, encumbrance or security thereon, and the same shall be assumed to the extent they are outstanding on the Effective Date so as to become as and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company and further that it shall not be necessary to obtain consent of any third party or other person who is a party to the contract or arrangements by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this Clause. Further, all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Transferor Company on or after the Appointed Date till the Effective Date, shall be deemed to

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be and shall become the debts, loans raised, duties, liabilities and obligations incurred by the Transferee Company by virtue of this Scheme.

- 7.3.2 Without prejudice to the foregoing provisions of this Clause, upon the coming into effect of the Scheme, all debentures, bonds, notes or other debt securities and other instruments of like nature (whether convertible into equity shares or not), if any, shall pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Act, without any further act, instrument or deed, become the debt securities of the Transferee Company on the same terms and conditions except to the extent modified under the provisions of this Scheme and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in or be deemed to have been transferred to and vested in and shall be exercised by or against the Transferee Company as if it was the issuer of such debt securities, so transferred and vested.
- 7.3.3 Where any of the debts, liabilities, loans raised and used, liabilities and obligations incurred, duties and obligations of the Transferor Company as on the Appointed Date deemed to be transferred to the Transferee Company under this Scheme, have been discharged by Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 7.3.4 All loans raised or used and all liabilities and obligations incurred by the Transferor Company for the operations of the Transferor Company after the Appointed Date and prior to the Effective Date, shall, subject to the terms of this Scheme, be deemed to have been raised, used or incurred for and on behalf of the Transferee Company in which the Undertaking of the Transferor Company shall vest in terms of this Scheme and to the extent they are outstanding on the Effective Date, shall also without any further act, deed or instrument, be and stand transferred to and be deemed to be transferred to the Transferee Company and shall become the debts, liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same.
- 7.4 The Transferor Company may, if required, give notice in such form as it may deem fit and proper to each party, debtor or borrower, as the case may be, that pursuant to the Scheme becoming effective, the said debt, loan, advance, etc. be paid or made good or held on account of the Transferee Company as the person entitled thereto.
- 7.5 The Transferee Company may, if required, give notice in such form as it may deem fit and proper to each person, debtor or borrower that pursuant to the Scheme becoming effective, the said person, debtor or borrower shall pay the debt, loan or advance or make good the same or hold the same to its account and that the right of the Transferee Company to recover or realise the same is in substitution of the right of the Transferor Company.
- 7.6 The transfer and vesting of the assets comprised in the Undertaking of the Transferor Company to and in the Transferee Company under this Scheme shall be subject to the mortgages and charges, if any, affecting the same. All Encumbrances, if any, existing prior to the Effective Date over the assets of the Transferor Company which secures or relate to the Liabilities shall, after the Effective Date, without any further act, deed or instrument, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to the Transferee Company. Provided that if any of the assets of the Transferor Company have not been encumbered in respect of the Liabilities, such assets shall remain unencumbered and the existing Encumbrance, if any, referred to above shall not be extended to and shall not operate over such assets. Further, such

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Encumbrances, if any, shall not relate or attach to any of the other assets of the Transferor or the Transferee Company. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.

- 7.7 Without prejudice to the provisions of the foregoing Clauses and upon the effectiveness of this Scheme, the Transferor Company and the Transferee Company shall execute such instruments or documents or do all such acts and deeds as may be required, including the filing of necessary particulars and / or modification(s) of charge, with the Registrar of Companies having jurisdiction to give formal effect to the above provisions, if required.
- 7.8 It is expressly provided that no other term or condition of the Liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
- 7.9 Subject to the necessary consents being obtained in accordance with the terms of this Scheme, the provisions of this Clause 7 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified and / or superseded by the foregoing provisions.
- 7.10 Subject to the terms of this Scheme, the transfer and vesting of the Undertaking of the Transferor Company under this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Company on or before the Appointed Date or concluded after the Appointed Date till the Effective Date, to the end and intent that all such acts, deeds and things made, done and executed by the Transferor Company are made, done and executed by or on behalf of the Transferee Company, unless the Board of Directors of the Transferee Company specifically objects, rebuts or negates any such acts, deeds or things for a reasonable and justifiable cause.
- 7.11 On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to operate all bank accounts of the Transferor Company and realise all monies and complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of the Transferor Company in the name of the Transferor Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Company to the Transferee Company under this Scheme have been formally given effect to under such contracts and transactions.
- 7.12 For avoidance of doubt and without prejudice to the generality of any applicable provisions of this Scheme, it is clarified that with effect from the Effective Date until such times the name of the bank accounts of the Transferor Company would be replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company in the name of the Transferor Company in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company. The Transferee Company shall be allowed to maintain banks accounts in the name of Transferor Company for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Transferor Company. It is hereby expressly clarified that any legal proceedings by or against the Transferor Company in relation to cheques and other

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negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company shall be instituted, or as the case may be, continued by or against the Transferee Company after the coming into effect of the Scheme.

7.13 For avoidance of doubt and without prejudice to the generality of any applicable provisions of this Scheme, it is clarified that if any assets (including estates, claims, rights, entitlements, title, interest in or authorities relating to such assets) or any contract, deeds, bonds, agreements, permissions, authorisations, schemes, arrangements or other instruments of whatsoever nature which belongs to the Transferor Company or to which any of the Transferor Company is a party and which cannot be transferred to the Transferee Company for any reason whatsoever, the Transferee Company shall hold such assets or be entitled to all the rights, powers or interests in such instruments in trust in the name of the Transferor Company for its benefit in terms of this Scheme, in so far as it is permissible so to do, till such time the formal transfer is effected.

8. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

8.1 Upon the coming into effect of this Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, insurance policies, indemnities, guarantees, arrangements and other instruments of whatsoever nature to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, the Transferee Company, and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto or there under.

8.2 The Transferee Company, at any time after the Scheme becoming effective, in accordance with the provisions hereof, if so required under any law or otherwise, will execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Transferor Company is a party, in order to give formal effect to the provisions of the Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances, referred to above, on behalf of the Transferor Company.


9. STAFF, WORKMEN & EMPLOYEES

9.1 Upon the coming into effect of this Scheme, all employees of the Transferor Company shall, become the employees of the Transferee Company, on terms and conditions not less favorable than those on which they are engaged by the Transferor Company and without any interruption of or break in service as a result of the amalgamation of the Transferor Company with the Transferee Company. For the purpose of payment of all retirement benefits, the past services of such employees with the Transferor Company shall be taken into account from the date of their appointment with the Transferor Company and such benefits to which the employees are entitled in the Transferor Company shall also be taken into account and paid (as and when payable) by the Transferee Company.

9.2 In so far as the provident fund, gratuity fund, superannuation fund, retirement fund and any other funds or benefits created by the Transferor Company for its employees or to which the Transferor Company is contributing for the benefit of its employees (collectively referred to as the "Funds") are concerned, the Funds or such part

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thereof as relates to the employees (including the aggregate of all the contributions made to such Funds for the benefit of the employees, accretions thereto and the investments made by the Funds in relation to the employees) shall be transferred to the Transferee Company and shall be held for the benefit of the concerned employees. In the event the Transferee Company has its own funds in respect of any of the employee benefits referred to above, the Funds shall, subject to the necessary approvals and permissions, and at the discretion of the Transferee Company, be merged with the relevant funds of the Transferee Company. In the event that the Transferee Company does not have its own funds in respect of any of the above or if deemed appropriate by the Transferee Company, the Transferee Company may, subject to necessary approvals and permissions, maintain the existing funds separately and contribute thereto until such time that the Transferee Company creates its own funds, at which time the Funds and the investments and contributions pertaining to the employees shall be merged with the funds created by the Transferee Company.

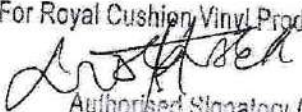
- 9.3 In relation to those Employees for whom the Transferor Company is making contributions to the government provident fund or other employee benefit fund, the Transferee Company shall stand substituted for the Transferor Company, for all purposes whatsoever, including relating to the obligation to make contributions to the said fund in accordance with the provisions of such fund, bye laws, etc. in respect of such Employees, such that all the rights, duties, powers and obligations of the Transferor Company as the case may be in relation to such schemes/ Funds shall become those of the Transferee Company.

10. LEGAL PROCEEDINGS

- 10.1 If any suit, appeal or other legal proceedings of whatsoever nature by or against the Transferor Company is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the merger of the Transferor Company with the Transferee Company and by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if this Scheme had not been made.
- 10.2 The Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Company referred to in Clause 10.1 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company to the exclusion of the Transferor Company.

11. TAXES

- 11.1 This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified in Section 2(1B) and other relevant provisions of the IT Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section and other related provisions of the IT Act at a later date including that resulting from a retrospective amendment of law or for any other reason whatsoever till the time the Scheme becomes effective, the provisions of the said section and other related provisions of the IT Act shall prevail and the Scheme shall stand modified, unless the Board of Directors decide otherwise, to the extent required to comply with Section 2(1B) and other relevant provisions of the IT Act.
- 11.2 Any tax liabilities under the IT Act, Goods and Service Tax Laws, Excise Duty Laws, Service Tax Laws, applicable State Value Added Tax Laws or other applicable laws/

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DIRECTOR / AUTHORISED SIGNATORY

regulations (hereinafter referred to as "Tax Laws") dealing with taxes/ duties/ levies allocable or related to the business of the Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall stand transferred to the Transferee Company. Any refund under the Tax Laws due to the Transferor Company consequent to the assessments made on the Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

- 11.3 All taxes under the Tax Laws paid or payable by the Transferor Company in respect of the operations and/ or the profits of the business on and from the Appointed Date, shall be on account of the Transferee Company and, in so far as it relates to the tax payment (including without limitation income tax, good and service tax, excise duty, service tax, applicable state Value Added Tax etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the business on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.
- 11.4 Without prejudice to the generality of the above, all benefits including under the income tax, good and service tax, excise duty, service tax, applicable State Value Added Tax Laws etc., to which the Transferor Company is entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company.
- 11.5 The Transferee Company shall be entitled to file / revise its income-tax returns, TDS returns, TDS certificates and other statutory returns, if required, and shall have the right to claim refunds, advance tax credits, credits of all taxes paid / withheld, if any, as may be required, consequent to implementation of this Scheme.

12. CONSIDERATION

12.1 Upon the Scheme becoming effective and in consideration of the transfer and vesting of the Undertaking of the Transferor Company from the Transferor Company to the Transferee Company in terms of this Scheme, the Transferee Company shall, without any further application or deed, issue and allot to every member of the Transferor Company holding fully paid-up equity shares in the Transferor Company, and whose names appear in the Register of Members of the Transferor Company on the Record Date or to such of their respective heirs, executors, administrators, or the successors-in-title, in the following manner:

"7,807 (Seven Thousand Eight Hundred Seven) equity share of face value of Rs. 10/- (Rupees Ten Only) each of the Transferee Company and 16,117 (Sixteen Thousand One Hundred Seventeen) NCRPS of face value of Rs. 10/- (Rupees Ten Only) each of the Transferee Company, for every 19 (Nineteen) fully paid-up equity share of face value of Rs. 10/- (Rupees Ten Only) each of the Transferor Company. ("Share Entitlement Ratio")"

The equity shares and NCRPS issued by the Transferee Company pursuant to this Clause 12.1 are hereinafter referred to as "RCVPL New Shares".

12.2 In case any shareholder's shareholding in the Transferor Company is such that such shareholder becomes entitled to a fraction of any of the RCVPL New Shares, the Transferee Company shall round the same up to the lower whole number and no fraction shares shall be issued pursuant to this Scheme.

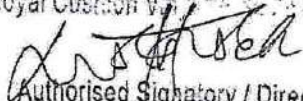
For Royal Cushion Vinyl Products Ltd.
[Signature]
Authorised Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
[Signature]
DIRECTOR / AUTHORIZED SIGNATORY

- 12.3 The RCVPL New Shares to be issued and allotted by the Transferee Company in terms hereof will be subject to the Memorandum and Articles of Association of Transferee Company and Applicable Laws.
- 12.4 The new equity shares to be issued and allotted by the Transferee Company pursuant to the Scheme shall rank pari passu with the existing equity shares of the Transferee Company in all respects including dividends, if any, that may be declared by the Transferee Company on or after the Scheme becoming effective, as the case may be, and shall be listed and admitted for trading on the Stock Exchange by virtue of the Scheme. The NCRPS shall be non-convertible, redeemable and unlisted securities and as such, are not proposed to be listed on any stock exchanges.
- 12.5 The Transferee Company shall, if and to the extent required, apply for and obtain any approvals from concerned regulatory authorities for the issue and allotment of the RCVPL New Shares of the Transferee Company to the shareholders of the Transferor Company under the Scheme.
- 12.6 The issue and allotment of RCVPL New Shares by the Transferee Company to the shareholders of the Transferor Company as provided in this Scheme is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Hon'ble NCLT without requiring any further act on the part of the Transferee Company or the Transferor Company or their shareholders and as if the procedure laid down under the Act and such other Applicable Law as may be applicable, were duly complied with. It is clarified that the approval of the members of the Transferee Company and/or the Transferor Company to this Scheme, shall be deemed to be their consent/approval for the issue and allotment of the RCVPL Shares.
- 12.7 The equity shares to be issued by the Transferee Company pursuant to this Scheme shall be issued in dematerialized form. If the Transferee Company is unable to allot new equity shares to any shareholders in dematerialized form due to any reason whatsoever (including non-receipt of relevant information/ details from shareholders currently holding shares in physical form), the Transferee Company shall issue new equity shares in trust in a separate escrow/suspense account to be maintained by the Transferee Company for the benefit of such shareholders. Such new equity shares will be dealt with in accordance with the Applicable Laws and as the Board of Directors of the Transferee Company deems fit.
- 12.8 In the event the Transferee Company or the Transferor Company restructure their respective share capital by way of share split or consolidation or issue of bonus shares during the pendency of the Scheme, the Share Entitlement Ratio set out in Clause 12.1 shall be adjusted accordingly to consider the effect of such corporate action without requirement of any further approval from the Appropriate Authority.

13. ACCOUNTING TREATMENT

- 13.1 Upon the effectiveness of this Scheme and with effect from the Appointed Date, the Transferee Company shall account for the merger / amalgamation in its books as per applicable accounting principles prescribed under Appendix C to Indian Accounting Standard (Ind AS) 103 "Business Combinations" prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 read with relevant clarifications issued by the Ind AS Transition Facilitation Group (ITFG) of the Institute of Chartered Accountants of India and other generally accepted accounting principles in India.

For Royal Cushion Ventures Pvt. Ltd.

Authorized Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED

DIRECTOR / AUTHORISED SIGNATORY

- 13.2 The Transferee Company shall upon the Scheme coming into effect and with effect from the Appointed Date, record all the assets, liabilities and reserves, if any, of the Transferor Company vested in It pursuant to this Scheme at the respective book values thereof appearing in the books of the Transferor Company.
- 13.3 The identity of the reserves of the Transferor Company shall be preserved and the Transferee Company shall record the reserves of the Transferor Company in the same form and at the same values as they appear in the financial statements of the Transferor Company.
- 13.4 The difference, if any, between the amount recorded as total share capital issued by the Transferee Company (viz. aggregate face value of RCVPL New Shares issued in terms of Clause 12.1 above) and the amount of share capital of the Transferor Company shall be transferred to capital reserve (i.e. debited or credited, as the case may be) and such capital reserve shall be presented separately from other capital reserves with disclosure of its nature and purpose in the notes.
- 13.5 Pursuant to the Scheme, the inter-company transactions and balances between the Transferee Company and the Transferor Company, if any, shall stand cancelled and there shall be no further obligation in that behalf.
- 13.6 The Transferee Company shall pass such further accounting entries, as may be necessary, in connection with the Scheme, to comply with any of the applicable accounting standards and generally accepted accounting principles adopted in India.

14. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme as set out herein in its present form, or with any modification(s) or amendment(s) approved, imposed or directed by the Hon'ble NCLT or any other Appropriate Authority and acceptable to the Board of Directors of the Transferee Company, shall be effective from the Appointed Date, as defined in Section 232(6) of the Act, but shall be operative from the Effective Date.

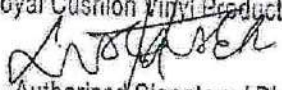
15. CONDUCT OF BUSINESS UNTIL EFFECTIVE DATE

With effect from the Appointed Date and up to and including the Effective Date:

- 15.1 The Transferor Company shall carry on and be deemed to have carried on all business and activities and shall stand possessed of all the assets, rights, title and interest for and on account of, and in trust for the Transferee Company.
- 15.2 All profits and cash accruing to or losses arising or incurred (including the effect of taxes, if any thereon), by the Transferor Company, shall for all purposes, be treated as the profits/ cash, taxes or losses of the Transferee Company.

16. AGGREGATION OF AUTHORISED SHARE CAPITAL

- 16.1 Upon this Scheme becoming effective, the authorised share capital of Rs. 10,00,000/- (Rupees Ten Lakhs only) of the Transferor Company shall stand consolidated with the authorised share capital of the Transferee Company as mentioned in Clause 16.3 below. Accordingly, the authorised share capital of the Transferee Company shall stand increased to that extent without any further act, instrument or deed on the part of the Transferee Company, including without any payment of stamp duty and any fees or charges payable to the Registrar of Companies, and/or to any other

For Royal Cushion Vinyl Products Ltd.

Authorised Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED

DIRECTOR / AUTHORISED SIGNATORY

Appropriate Authority, and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorised share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, pursuant to Sections 13, 14, 61 and 232(3)(i) respectively of the Act and/or any other applicable provisions of the Act, as the case may be. Hence, for this purpose, the stamp duties and fees paid on the authorised share capital of the Transferor Company shall be utilized and applied to the increase and reclassification of authorised share capital of the Transferee Company and no extra stamp duty and/or fees shall be required to be paid by the Transferee Company for increase and reclassification in the authorised share capital to that extent.

- 16.2 Further pursuant to the Scheme becoming effective and consequent to the amalgamation of the Transferor Company with the Transferee Company, the authorised share capital of the Transferee Company would be increased and reclassified as under:

Particulars	Amount (in Rs.)
Authorised Capital	
2,16,00,000 Equity Shares of Rs. 10/- each	21,60,00,000/-
85,00,000 Preference Shares of Rs. 10/- each	8,50,00,000/-
Total	30,10,00,000/-

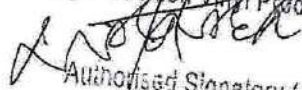
- 16.3 Consequent upon the merger, 'Clause V' of the Memorandum of Association of the Transferee Company shall be replaced with the following:

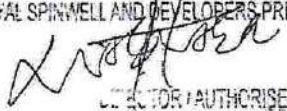
"The Authorised Share Capital of the Company is Rs. 30,10,00,000/- (Rupees Thirty Crores and Ten Lakhs) divided into 2,16,00,000/- (Two Crores Sixteen Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each and 85,00,000/- (Eighty Five Lakhs) Preference Shares of Rs.10/- (Rupees Ten only) each with power to increase or reduce the same in shares of several classes permissible under the Act and to attach to attach or withdraw thereto respectively such preferential, qualified or special rights, privileges and conditions as may be determined under the provisions of law in force for time being and to vary, modify, abrogate and deal with any such rights, privileges and conditions in the manner provided in the law, for the time being in force."

- 16.4 It is clarified that the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14 and 61, respectively, of the Act and/ or any other applicable provisions of the Act, would be required to be separately passed.

17. DISSOLUTION OF THE TRANSFEROR COMPANY

The Transferor Company shall be dissolved without winding up, on an order made by the Hon'ble NCLT under Section 230 of the Act.

For Royal Cushion Vinyl Products Ltd.

 Authorised Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED

 DIRECTOR / AUTHORISED SIGNATORY

PART III - GENERAL TERMS AND CONDITIONS

18. APPLICATION(S) TO NCLT

The Transferor Company and the Transferee Company shall make, as applicable, joint or separate applications / petitions, under Sections 230 to 232 and other applicable provisions of the Act to the Hon'ble NCLT for sanctioning this of Scheme.

19. DIVIDENDS

19.1 The Transferor Company and the Transferee Company shall be entitled to declare and pay dividends to their respective shareholders consistent with the past practice or in ordinary course of business, whether interim or final. Any other dividend shall be recommended/ declared only by mutual consent of the concerned parties.

19.2 It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Transferor Company and the Transferee Company to demand or claim or be entitled to any dividends which, subject to the provisions of the Act, shall be at the discretion of the respective Board of Transferor and Transferee Company, and subject to approval, if required, of the shareholders of the Transferor Company and Transferee Company respectively.

20. MODIFICATIONS / AMENDMENTS TO THE SCHEME

20.1 Subject to approval of the Hon'ble NCLT, the Transferor Company and/or the Transferee Company, through their respective Board of Directors, may consent, on behalf of all persons concerned, to any modifications/amendments to the Scheme or to any conditions or limitations that the Hon'ble NCLT may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors) and solve all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect.

20.2 For the purpose of giving effect to this Scheme or to any modification thereof, the Board of Directors of the Transferee Company may give and are authorised to give such directions including directions for settling any question of doubt or difficulty that may arise.

20.3 In the event of any of the conditions imposed by the Hon'ble NCLT or other Appropriate Authorities, which the Transferor Company and/or the Transferee Company may find unacceptable for any reason, in whole or in part, then the Transferor Company and/or the Transferee Company are at liberty to withdraw the Scheme.

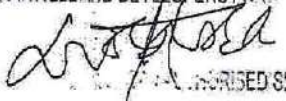
21. EFFECTIVE DATE OF THE SCHEME

21.1 This Scheme although to come into operation from Appointed Date shall not come into effect until the last of the following dates viz.

21.1.1 The date on which the last of all the consents, approvals, permissions, resolutions, sanctions and/or orders as are hereinabove referred to have been obtained or passed; and

For Royal Cushion Vinyl Products Ltd.

Authorized Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED

AUTHORISED SIGNATORY

- 21.1.2 The date on which all necessary certified copies of the order under Sections 230 to 232 of the Act are duly filed with the Registrar of Companies, Maharashtra and last of such date shall be referred to as **Effective Date** for the purpose of the Scheme.

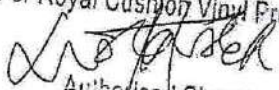
22. CONDITIONALITY OF THE SCHEME

The Scheme is conditional upon and subject to the following:

- 22.1 Obtaining no-objection letter from the Stock Exchange, where the equity shares of the Transferee Company is listed, in relation to the Scheme under Regulation 37 and other applicable regulations of the SEBI LODR.
- 22.2 Approval of the Scheme by the requisite majorities of the respective members and creditors (where applicable) of the Transferor Company and the Transferee Company, as required under the Act, or dispensing the meetings, as may be directed by the Hon'ble NCLT.
- 22.3 Compliance with the other provisions of the SEBI Scheme Circular, including seeking approval of the shareholders of the Transferee Company through e-voting, as applicable and that the Scheme shall be acted upon only if the votes cast by the public shareholders of the Transferee Company are more than the vote cast by the public shareholders against it, as and if required by the SEBI Scheme Circular at the relevant time of obtaining shareholders' approval.
- 22.4 Sanction of the Scheme by Hon'ble NCLT under Sections 230 to 232 of the Act in favour of the Transferor Company and Transferee Company, as the case may be, under the said provisions and to the necessary order sanctioning the Scheme being obtained.
- 22.5 Certified copy of the order of the Hon'ble NCLT sanctioning the Scheme being filed with the Registrar of Companies, Maharashtra at Mumbai, collectively by Transferor Company and Transferee Company either by way of filing required e-forms with Ministry of Corporate Affairs portal or otherwise.
- 22.6 The decision of the Board of Directors of the Transferor Company and the Transferee Company with respect to approval and/or filing whether required or not with the NCLT and / or any other Appropriate Authority shall be final and binding.

23. EFFECT OF NON-RECEIPT OF APPROVALS

- 23.1 In the event any of the said approvals or sanctions referred to in Clause 22 above not being obtained or conditions enumerated in the Scheme not being complied with, or for any other reason, the Scheme cannot be implemented, the Boards of Directors or committee empowered thereof of the Transferor Company and the Transferee Company shall by mutual agreement waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, the Scheme shall become null and void and shall stand revoked, cancelled and be of no effect and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.
- 23.2 The Boards of Directors of the Transferor Company and the Transferee Company shall be entitled to revoke, cancel and declare the Scheme of no effect if they are of the view that the coming into effect of the Scheme could have adverse implications on the Transferor Company and/ or the Transferee Company.

For Royal Cushion Vinyl Products Ltd.

 Authorised Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED

 DIRECTOR / AUTHORISED SIGNATORY

24. BINDING EFFECT

Upon the Scheme becoming effective, the same shall be binding on the Transferor Company and the Transferee Company and all concerned parties without any further act, deed, matter or thing.

25. SEVERABILITY

If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to any decision of the Transferor Company and the Transferee Company to the contrary, affect the validity or implementation of the other parts and/or provisions of this Scheme.

26. COSTS, CHARGES AND EXPENSES

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Company and the Transferee Company arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be solely borne by the Transferee Company.

For Royal Cushion Vinyl Products Ltd.

Authorised Signatory / Director

For ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED

DIRECTOR / AUTHORISED SIGNATORY

ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED

REGISTERED OFFICE ADD: - 60 CD, SHLOK, GOVT INDUSTRIAL ESTATE, CHARKOP,
KANDIVALI (WEST), MUMBAI 400 067

BALANCE SHEET

FOR THE PERIOD
01-04-2022 TO 31-03-2023



CA CHIRAG SHAH
 B.Com. F.C.A., DISA(ICA), I.P.(IBBI)
CA KALPESH SHAH
 B.Com. F.C.A.
CA ASHISH KADAM
 B.Com. F.C.A., C.P.A.(Aus.)
CA RENUKA GAVDI
 B.Com. F.C.A.
CA JIGAR SHAH
 B.Com. F.C.A. LL.B.

SHAH & KADAM
CHARTERED ACCOUNTANTS

509/A, ATLANTIS HEIGHTS, SARABHAI MAIN ROAD, GENDA CIRCLE,
 VADODARA-007. Ph.: 0265-2963807
 Email: kalpeshshahca@yahoo.com, Website: shahandkadam.com
 Branch: Vadodara & Ahmedabad

INDEPENDENT AUDITORS' REPORT

**TO,
 THE MEMBERS,
 ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED**

Opinion

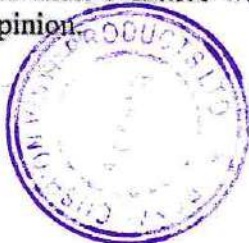
We have audited the Standalone financial statements of "ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED (Formerly Known as ROYAL SPINWELL PRIVATE LIMITED)", which comprise the Balance Sheet as at 31st March 2023, and the Statement of Profit and Loss and Statement of Cash Flows for the period ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

Auditor's Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and profit/loss and its cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the [information included in the Chairman's report, but does not include the financial statements and our auditor's report thereon.]

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's reports to the related disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidences obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on independence, and where applicable, related safeguards.



Other Matter

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, is not applicable to the company.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash flow statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards referred to in section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
 - f. With respect to adequacy of the internal financial control over financial reporting of the company and operating effectiveness of such controls is not applicable as the company falls under the exception stated in section 143(3)(i) of the Companies At, 2013.
 - g. With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



- iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- h. The company has not declared or paid any dividend during the period in contravention of the provisions of section 123 of the Companies Act, 2013.

For SHAH & KADAM
Chartered Accountants
FRN 117413W

CA Kalpesh B Shah
Partner
MRN 107121
Place: Vadodara
Date: 20/12/2023
UDIN: 23107121BGSDOF6752



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ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH 2023

All Amounts in Indian Rupees ('000)

PARTICULARS	Note No.	As on March 31, 2023	As on March 31, 2022
EQUITY AND LIABILITIES			
<i>Shareholders' funds</i>			
(a) Share Capital	3	100	100
(b) Reserves and Surplus	4	3,36,264	(1,200)
Total Shareholders' funds		3,36,364	(1,100)
<i>Non-current liabilities</i>			
Long-term borrowings	5	-	3,655
Total Non-Current Liabilities		-	3,655
<i>Current Liabilities</i>			
(a) Trade Payables	6	-	-
(i) total outstanding dues of MSME		-	18
(ii) total outstanding dues of Non MSME		-	-
(b) Short term provisions	7	12	25
Total Current Liabilities		12	42
Total Equity and Liabilities		3,36,376	2,597
ASSETS			
<i>Non-current assets</i>			
(a) Property Plant & equipment and Intangible Assets	8	-	2,576
(i) Property Plant & equipment		-	2,576
Total Non Current Assets		-	2,576
<i>Current assets</i>			
Short Term Loans & advances	9	3,31,672	-
Cash and Cash Equivalents	10	4,704	21
Total current Assets		3,36,376	21
TOTAL ASSETS		3,36,376	2,597
Significant Accounting Policies and Notes to the Accounts	1-23		

As per our Report of Even Date Attached
For **SHAH & KADAM**
Chartered Accountants
FRN : 117413W

CA Kalpesh B Shah
Partner
MRN : 107121
UDIN: 23 107121 BGS DOP 8752

Place: Vadodara
Date: 20/12/2023

By and on behalf of Board of Directors
For **ROYAL SPINWELL AND DEVELOPERS PVT LTD**

Director
DIN : 00054667
Vinod K Shah

Director
DIN : 00054236
Jayesh Motasha



ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2023

All Amounts in Indian Rupees ('000)

PARTICULARS	Note No.	For the Year 2022-2023	For the Year 2021-2022
Income			
Revenue from operations:	11	-	-
Other Income	12	3,37,492	-
Total Revenue		3,37,492	-
Expenses			
Finance Costs	13	3	0
Depreciation and amortization expense	8	-	-
Other expense	14	25	215
Total Expenses		28	216
Profit/(Loss) before exceptional and extraordinary items and tax		3,37,464	(216)
Exceptional Items		-	-
Profit/ (Loss) before tax		3,37,464	(216)
Tax expense:			
(1) Current tax (Refer Note 18)		-	-
(2) Deferred tax		-	-
Profit/(Loss) for the period from continuing operations		3,37,464	(216)
Profit/(Loss) for the period from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(Loss) from discontinuing operations (after tax)		-	-
Profit/(Loss) for the period		3,37,464	(216)
Earnings per equity share:			
(1) Basic		33,679.03	(21.53)
(2) Diluted		33,679.03	(21.53)
Significant Accounting Policies and Notes to the Accounts	1-23		

As per our Report of Even Date Attached
For SHAH & KADAM
Chartered Accountants
FRN : 117413W

CA Kalpesh B Shah
Partner
MRN : 107121
UDIN: 23107121BGrSDoF6752

Place: Vadodara
Date: 20/12/2023



By and on behalf of Board of Directors
For ROYAL SPINWELL AND DEVELOPERS PVT LTD

Director
DIN: 00054667
Vinod K Shah

Director
DIN :00054236
Jayesh Motashia



**ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
CASH FLOW STATEMENT**

All Amounts in Indian Rupees ('000)

For the Year on ended		2022-23	2021-22
Particulars		Amount (Rs.)	Amount (Rs.)
A	Cash flow from Operating Activities		
	Net Profit before tax	3,37,464	(216)
	Adjustments for non-cash item / Items required to be disclosed separately :		
	Profit on Sales of Fixed Assets	3,37,492	
	Finance Cost	3	
	Operating Profit before working capital changes	(25)	(215)
	Adjustments for change in working capital and provisions :		
	Increase/(Decrease) in Trade Payables	(18)	18
	Increase/(Decrease) in Other Short term Provision	(13)	(136)
	Net Cash flow/(used in) from Operating Activities	(56)	(334)
B	Cash Flow from Investing Activities		
	Sale of Fixed Assets	3,40,068	
	Net Cash flow/(used in) from Investing Activities	3,40,068	-
C	Cash flow from Financing Activities		
	Proceeds / (Repayment) from Un-Secured Loans	(3,655)	325
	Finance costs	(3)	(0)
	Increase in Loans & Advances	(3,31,672)	
	Net Cash flow/(used in) from Financing Activities	(3,35,330)	325
	Net Change in Cash and Cash equivalents (A+B+C)	4,683	(9)
	Cash & Cash Equivalents as at beginning of the year	21	30
	Cash & Cash equivalents as at end of the year	4,704	21
	Net Change in Cash and Cash equivalents	4,683	(9)
Cash flow statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3 "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.			

As per our Report of Even Date Attached
For SHAH AND KADAM
Chartered Accountants
ERN : 117413W



CA Kaipesh B Shah
Partner
MRN : 107121
UDIN: 23107121BGSD0F6752

Date: 20/12/2023
Place: Vadodara

By and on behalf of Board of Directors
For ROYAL SPINWELL AND DEVELOPERS PVT LTD

Director
DIN : 00054667
Vinod K Shah

Director
DIN : 00054236
Jayesh Motasha



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ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023

NOTE 1. GENERAL INFORMATION/COMPANY OVERVIEW

ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED (Formerly Known as Royal Spinwell Private Limited) Company having CIN No.U17120MH1991PTC062262 and incorporated and domiciled in India, having its registered office in 60CD "SFLOK" Govt. Industrial Estate, Charkop, Kandivall (West), Mumbai 400067.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES:

2.1. Basis of Preparation and presentation:

The Financial Statements have been Prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply all material respects with the accounting standards, notified under relevant provision of the Companies Act, 2013 as followed consistently by the Company. The Financial Statements have been prepared under the historical cost convention.

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. The company has consistently applied the following accounting policies to all periods presented in these financial statements.

A. Current Vs. Non current

The Company presents asset and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period, or
- cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

B. Property, Plant and Equipment

1. Property, Plant and Equipment are stated at acquisition cost less depreciation. The acquisition cost comprises of purchase price, borrowing cost if capitalization criteria met and other directly attributable cost of bringing the assets to its working condition for the intended use.

2. Incidental expenditure incurred during the period of installation and commissioning of plant and machinery including trial production is capitalized and included in the cost of acquisition of respective Property, Plant and Equipment.

3. The initial estimate of the costs of dismantling, removing the item and restoring the site on which it is located, referred to as decommissioning, restoration and similar liabilities, the obligation for which an enterprise incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period is capitalized and included in the cost of acquisition of respective Property, Plant and Equipment

4. Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on the existing Property, Plant and Equipment, including routine repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit & loss for the period during which such expenses are incurred.

Depreciation on Property, Plant & Equipment

The Company provides depreciation using Straight Line method prescribed under Schedule II to the Companies Act, 2013 on Estimated useful life of the asset as indicated in Part C of Schedule III of the Companies Act, 2013. Leasehold improvements are depreciated over period of the lease agreement or useful life, whichever is shorter. Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Asset Name	Estimated useful life
------------	-----------------------

C. Intangible assets

Goodwill

Goodwill represents the excess of consideration transferred, together with the amount of non-controlling interest in the acquiree, over the fair value of company's share of identifiable net assets acquired. Goodwill is measured at cost less accumulated impairment losses.

Asset Name	Estimated useful life
------------	-----------------------

Other Intangible Assets

Other intangible assets that are acquired by the company and that have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses, if any. Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate.



ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023

Research and development

Expenditure on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding are recognised as an expense when incurred. Development activities involve a plan or design for the production of new or substantially improved products and processes. An internally generated intangible asset arising from development is recognised if and only if all of the following have been demonstrated.

- development cost can be measured reliably;
- the product or process is technically and commercially feasible;
- future economic benefits are probable; and
- the company has intends to and has sufficient resources/ability to complete development and the use or sell the asset.

Depreciation on Intangible Fixed Asset

Amortisation is recognised on a applicable method over the estimated useful lives of intangible assets. Intangible assets that are not available for use are amortised from the date they are available for use.

The estimated useful lives for product related intangibles and other intangibles ranges from 0 to 10 years.

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimated being, accounted for on a prospective basis.

De-recognition of Intangible Assets

Intangible assets are de-recognised either on their disposal or where not future economic benefits are expected from their use. Gain or loss arising on such de-recognition is recognised in profit or loss, and are measured as the difference between the net disposal proceeds, if any, and the carrying amount of respective intangible asset as on the date of de-recognition.

D. Impairment of Non-Financial Assets

The carrying amount of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

An impairment loss is recognised in the profit & loss if the estimated recoverable amount of an asset or its cash generating unit is lower than its carrying amount. Impairment losses recognised in respect of cash generating units are allocated to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

E. Leases

A lease that transfers substantially all the risks and rewards incidental to ownership to the lessee is classified as a finance lease. All other leases are classified as operating leases.

F. Inventories

Inventories consisting of raw materials and packing materials, work in progress, stock in trade, stores and spares and finished goods are measured at the lower of cost and net realisable value. The cost of all categories of inventories are based on the weighted average method.

G. Reorganization of Revenue & Expenditure

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Further all the income & expenditure items having material bearing on the financial statements are recognized on accrual basis, except for the claims in respect of octroi and insurance which are being accounted for on cash basis, since it is not possible to ascertain the exact quantum with reasonable accuracy. The following specific recognition criteria must be met before revenue is recognized.

i. Sale of Product :

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably. Sale of goods is recorded net of returns, trade discounts, rebates, VAT/Sales Tax, Service Tax, Goods and Service Tax but inclusive excise duty.

ii. Sale of Service :

Revenue from sale of service is recognized when the performance of service is completed and invoice is accepted by the customer whichever is earlier.

iii. Other Operating Revenue :

Other Operating Revenue is recognised on accrual basis.

H. Dividend and Interest Income

Dividend income is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend. Interest income from a financial asset is recognised when it is probable that the economic benefits will be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

I. Government Grants

The company recognises government grants only when there is reasonable assurance that the condition attached to them will be complied with and the grants will be received. When the grant relates to an expense item, it is recognised as a income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, the company deducts such grant amount from the carrying amount of an asset.



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ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023

J. Foreign Exchange Fluctuation Gain and Loss

On initial recognition, transactions in currencies other than the company's functional currency (Foreign currencies) are translated at exchange rates at the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are into translated into the functional currency at the exchange rate at that date. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous period are recognised in profit or loss in the period in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to asset under construction for future productive use, which are included in the cost of those assets when they are regarded as as adjustment to interest costs on those foreign currency borrowings.

- Non monetary items that are measured in terms of historical cost in foreign currency are measured using the exchange rates at the date on initial investment.

K. Borrowing Cost

Borrowing cost that are directly attributable to the construction or production of a qualifying asset are capitalized as a part of the cost of that asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Particulars	For the year ended	
	31/03/2023	31/03/2022
	Rs.	
Details of borrowing costs capitalized		
Borrowing costs capitalized during the year	-	-
- as fixed assets / intangible assets / capital work-in-progress		
- as inventory	Nil	Nil

L. Investment

Investments that are readily realizable and intended to be held for not more than twelve months from the date on which such investments are made are classified as current investments. All other investments are classified as long term investment.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit & loss.

M. Income Tax

Income Tax expense comprises current tax and deferred tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act 1961 enacted in India. The Tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

N. Earnings Per Share (EPS)

The company presents basic and diluted earning per share ("EPS") data for its equity share. Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential ordinary shares, which includes all stock options granted to employees.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the board of directors.

Particulars	For the year ended	
	31-03-2023	31-03-2022
	Rs.	Rs.
Earnings per share		
Basic	33,679.03	(21.53)
Continuing & Total operations		
Net profit / (loss) for the year from continuing operations	3,37,464	(216)
Less: Preference dividend and tax thereon		
Net profit / (loss) for the year from continuing operations attributable	3,37,464	(216)
Weighted average number of equity shares	10,020	10,020
Par value per share	10	10
Earnings per share from continuing operations - Basic	33,679.03	(21.53)
Earnings per share from continuing operations - Diluted	33,679.03	(21.53)

O. Provisions, Contingent Liabilities and Contingent Assets

Provisions

A provision is recognized when the company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.



ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023

Contingent Liabilities & Contingent assets

Contingent Liability is disclosed for,

(I) Possible obligations which will be confirmed only by future events not wholly within the control of the Company, or

(II) Present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. The company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent Assets are not recognised in the Financial statements.

P. Employee Benefits

Defined Benefit Plans

The company operates a defined benefit gratuity plan which requires contribution to be made to a separately administrative fund.

Gratuity to be provided based on actuarial valuation of all employees who has completed continuous 5 years of service on the date of balance sheet. However, no actuarial valuation found on record. Further, the liability of Gratuity payable as on the date of balance sheet does not represented by matching earmarked fund or LIC policy.

Termination Benefits

Termination benefits are recognised as an expense at the earlier of the date when the company can no longer withdraw the offer of those benefits.

Defined contribution Plans

The Company's contribution to defined contribution plans are recognised as an expense as and when the services are received from the employees entitling them to the contributions. The Company does not have obligation other than the contribution made.

Q. Cash and cash Equivalents

Cash and cash equivalent in the balance sheet cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the company's cash management.



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ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023

Particulars	As on	As on
	31.03.2023	31.03.2022
	Rs.	Rs.
NOTE '3' - SHARE CAPITAL		
-Authorized 1,00,000 Equity Shares of Rs. 10/- each.	1,000	1,000
-Issued, Subscribed and Paid up 10,020 Equity Shares of Rs.10/- each fully paid-up.	100	100
TOTAL	100	100

Equity Shares

The Company has one class of equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held and carry a right to dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Reconciliation of All Shares:	As on 31.03.2023		As on 31.03.2022	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Opening Share Capital:	10,020	100	10,020	100
Add: Shares issued During the year	-	-	-	-
Add: Rights/Bonus Shares Issued	-	-	-	-
Add: Preference Share Capital (Both Series)	-	-	-	-
Total	10,020	100	10,020	100
Less: Buy back of Shares	-	-	-	-
Less Reduction in Capital	-	-	-	-
Closing Share Capital	10,020	100	10,020	100

Details of Shareholders holding more than 5% shares in the company

Name Of Shareholders with 5% or more holding	As on 31.03.2023		As on 31.03.2022	
	Equity Shares No.	% Holding	Equity Shares No.	% Holding
Vinod Kantilal Shah	1,010	10.08%	1,010	10.08%
Jayesh Amritlal Motasha	1,010	10.08%	1,010	10.08%
Mahesh Kantilal Shah	1,000	9.98%	1,000	9.98%
Suvarat Mahesh Shah	1,500	14.97%	1,500	14.97%
Jay Vinod Shah	1,500	14.97%	1,500	14.97%
Vivek Deepak Motasha	700	6.99%	700	6.99%
Mukesh Amritlal Motasha	1,000	9.98%	1,000	9.98%
Rahul Mukesh Motasha	700	6.99%	700	6.99%
Varun Jayesh Motasha	600	5.99%	600	5.99%
Deepak Amritlal Motasha	1,000	9.98%	1,000	9.98%
Total	10,020	100.00%	10,020	100.00%

Shares held by the Promoters at the end of the year

Promoter Name	As on 31.03.2023		As on 31.03.2022		% change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Vinod Kantilal Shah	1,010	10.08%	1,010	10.08%	-
Jayesh Amritlal Motasha	1,010	10.08%	1,010	10.08%	-
Mahesh Kantilal Shah	1,000	9.98%	1,000	9.98%	-
Suvarat Mahesh Shah	1,500	14.97%	1,500	14.97%	-
Jay Vinod Shah	1,500	14.97%	1,500	14.97%	-
Vivek Deepak Motasha	700	6.99%	700	6.99%	-
Mukesh Amritlal Motasha	1,000	9.98%	1,000	9.98%	-
Rahul Mukesh Motasha	700	6.99%	700	6.99%	-
Varun Jayesh Motasha	600	5.99%	600	5.99%	-
Deepak Amritlal Motasha	1,000	9.98%	1,000	9.98%	-
Total	10,020	100.00%	10,020	100.00%	



ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023

Particulars	As on 31.03.2023	As on 31.03.2022
	Rs.	Rs.
NOTE '4' - RESERVES AND SURPLUS		
Profit and Loss Account		
Opening Balance	(1,200)	(985)
Add: Profit During The Year	3,37,464	(216)
Closing Balance		
TOTAL	3,36,264	(1,200)

Note:

Profit & Loss Account : The balance arises on transfer portion of the net profit/loss after tax of the earlier year and of current year.

Particulars	As on 31.03.2023	As on 31.03.2022
	Rs.	Rs.
NOTE '5' - LONG TERM BORROWINGS		
<u>-Secured</u>	-	-
<u>- Unsecured</u>	-	-
Loans & Advance from Related Parties		
-From Directors		
Jayesh Motasha	-	445
Vinod K. Shah	-	3,210
TOTAL	-	3,655

Particulars	As on 31.03.2023	As on 31.03.2022
	Rs.	Rs.
NOTE '6' - TRADE PAYABLES		
Trade Payables *		
(i) total outstanding dues of MSME	-	-
(ii) total outstanding dues of Non MSME	-	18
TOTAL	-	18

*Trade Payables Ageing Schedule

Particulars	As at March 31, 2023					
	Outstanding for following from due date of payment/Transaction					
	Note Due for Payment	O/s <1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME						-
(ii) Other						-
(iii) Disputed Dues- MSME						-
(iv) Disputed Dues- Others						-

*Trade Payables Ageing Schedule

Particulars	As at March 31, 2022					
	Outstanding for following from due date of payment/Transaction					
	Note Due for Payment	O/s <1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME						
(ii) Other			18			18
(iii) Disputed Dues- MSME						
(iv) Disputed Dues- Others						

Particulars	As on 31.03.2023	As on 31.03.2022
	Rs.	Rs.
NOTE '7' - SHORT TERM PROVISIONS		
Provision for Property Tax	-	-
Provision for Audit fees	12	25
TOTAL	12	25



ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023

Note B: PROPERTY PLANT & EQUIPMENTS AND INTANGIBLE ASSETS

Sl. No.	Assets	Cost as on 01.04.2022		Additions		Deductions		Acquisitions through Business combinations		Changes due to provisions of Asset		Total 31.03.23		As At 01.04.2022		Adj. with up/burd towards		Adj. due to provisions of Asset		Total upto 31.03.2023		As on 31.03.2023	
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
A	PROPERTY PLANT & EQUIPMENTS		2,576				2,576																
	LAND																						
	Land - Freehold																						
	GRAND TOTAL		2,576				2,576																
	Previous Year																						



ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023

Particulars	As on 31.03.2023	As on 31.03.2022
	Rs.	Rs.
NOTE '9' - SHORT TERM LOANS & ADVANCES		
- Short Term Loans & advances		
-To Related Parties (Ref Note 16)	2,98,271	-
-Others	33,401	-
TOTAL	3,31,672	-

Particulars	As on 31.03.2023	As on 31.03.2022
	Rs.	Rs.
NOTE '10' - CASH AND CASH EQUIVALENTS		
-Cash and Cash Equivalents		
Balance with Banks		
-In Current Accounts with BOB - , 0878	2,704	21
-Cheques / Draft in Hands	2,000	-
TOTAL	4,704	21

Particulars	As on 31.03.2023	As on 31.03.2022
	Rs.	Rs.
NOTE '11' - REVENUE FROM OPERATION		
Sale of Products	-	-
Other Operating Revenues	-	-
TOTAL	-	-

Particulars	As on 31.03.2023	As on 31.03.2022
	Rs.	Rs.
NOTE '12' - OTHER INCOME		
Profit on Sale of Land	3,37,492	-
TOTAL	3,37,492	-

Particulars	As on 31.03.2023	As on 31.03.2022
	Rs.	Rs.
NOTE '13' - FINANCE COSTS		
Bank Commission & Charges	3	0
TOTAL	3	0

Particulars	As on 31.03.2023	As on 31.03.2022
	Rs.	Rs.
NOTE '14' - OTHER EXPENSES		
Property and Revenue Tax	-	164
Filing of ROC Return expense	2	-
Audit Fees	24	28
Legal Expenses	-	24
TOTAL	25	215



ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023

Particulars	As on 31.03.2023	As on 31.03.2022
NOTE '15' - Contingent Liabilities and Commitments (to the extent not provided for)		
	Rs.	Rs.
Contingent Liabilities		
a. Claims against the company not acknowledged as debts	-	-
b. Legal Proceedings (if any)	-	-
c. Corporate Guarantees for Loans taken by Group Company	3,57,500	3,68,600
Commitments		
a. Estimated amount of Contracts remaining to be executed on original contracts	-	-
b. Others (Specify if any)	-	-
TOTAL	3,57,500	3,68,600

NOTE '16' - Related Party Disclosure		
(I) Related Parties and their relationship		
(a)	Subsidiary/Associate/Joint Venture	
	Name of the Entity	Type
	National Industries Private Limited	Associate
	Sumakh Trading & Consultancy Services LLP	Associate
	Royal Cushion Vinyl Products Limited	Associate
(b)	Key Management Personnel & Relatives	
	(i) Name of the Management Personnel	Type
	- Vinod K Shah	Director
	- Jayesh A Motwala	Director
	(ii) Name of Relative	Relation

(II) Transactions with Related Party		
Particulars	2022-2023	2021-2022
(a) Loans repayment		
Vinod K Shah	3,210	
Jayesh A Motwala	445	
(b) Loans & Advances given		
Sumakh Trading & Consultancy Services LLP	41,000	
Royal Cushion Vinyl Products Limited	2,57,271	
(c) Corporate Guarantees outstanding		
National Industries Private Limited	3,57,500	3,68,600
(d) Loans & Advances receivables		
Sumakh Trading & Consultancy Services LLP	41,000	
Royal Cushion Vinyl Products Limited	2,57,271	
(e) Loans Payable		
Vinod K Shah	-	3,210
Jayesh A Motwala	-	445

NOTE '17' - Ratios						
Ratios	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	Variance	Explanation for any change in the ratio by more than 25% as compared to the preceding year
(a) Current ratio	Current assets	Current Liabilities	28,506.48	0.50	28505.98	Cashflow received on sale of Land advanced
(b) Debt - Equity ratio	Total debt	Shareholder's equity	.00	(3.32)	3.32	

Note '18' The Board of the Directors of the Company in its Board Meeting held on 04th January, 2023, has considered and approved draft Scheme of Arrangement ("Scheme") in the nature of merger / amalgamation of the Company, Royal Spinwell and Developers Private Limited with Royal Cushion Vinyl Products Limited ("RCVPL"), a group company, with effect from the Appointed Date of October 1, 2021 under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The coming into effect of the Scheme is subject to receipt of necessary statutory, regulatory and contractual approvals, permissions, consents, sanctions, exemptions as may be required under applicable laws, regulations or guidelines in relation to the Scheme. Pending the coming into effect of the Scheme, these financial statements are prepared without giving effect to the provisions of the Scheme and as such, these financial statements are subject to revision / modification upon coming into effect of the Scheme. Further, during the year under consideration, the Company has, in consultation with RCVPL, sold certain land parcels and the profits from the same has been accounted as part of 'Other Income' in these financial statements. The proceeds from sale of land parcels have mainly been given to / utilised in consultation with management of RCVPL in terms of provisions of the Scheme. No provision for tax is made in these financial statements in respect of the said profit on sale of land, as the same is factored / utilised by RCVPL in the income tax return filed by RCVPL given that entire risk and rewards in respect of the entire undertaking of the Company w.e.f. the Appointed Date of October 1, 2021 belongs to RCVPL.

Note '19' Figures for the previous accounting year have been re-grouped, re-arranged and re-classified wherever necessary.

NOTE '20' - Particulars relating to Corporate Social Responsibility - NIL

NOTE '21' - Particulars of transaction with companies struck off under section 248 of the companies Act, 2013 or section 360 of Companies Act, 1956 are given hereunder; NIL

Note - '22' Details of benami property held - NIL

NOTE '23' - Title deeds of Immovable Property held in name of the Company NIL

As per our Report of Even Date Attached
For SHAH & KADAM
 Chartered Accountants
 FRN : 117413W

By and on behalf of Board of Directors
 For ROYAL SPINWELL AND DEVELOPERS PVT LTD

CA Kalpan B Shah
 Partner

MRN : 197121

UDIN: 23107121BFSDOF6752

Place: Vadodra
 Date: 20/12/2023



Director
 DIN: 00054667
 Vinod K Shah

Director
 DIN: 00054236
 Jayesh Motwala



ROYAL CUSHION VINYL PRODUCTS LIMITED
ANNUAL ACCOUNTS
2022-23



ROYAL CUSHION VINYL PRODUCTS LIMITED
Balance Sheet as at 31st March, 2023

(Amount in lacs)

Particulars	Note No.	As at 31st Mar, 2023	As at 31st March, 2022
ASSETS			
(1) Non-current assets			
(a) Property Plant and Equipment	3	1,086.18	1,193.92
(b) Right of use assets	3	159.28	58.74
(c) Investment Property	3	21.37	23.23
(d) Financial assets			
(i) Investments	4	(6.43)	17.73
(ii) Other Financial Assets	5	95.28	95.49
Total Non Current assets		1,355.69	1,389.11
(2) Current Assets			
(a) Inventories	6	578.38	935.74
(b) Financial Assets			
(i) Trade Receivables	7	153.58	344.72
(ii) Cash and Cash Equivalents	8	33.72	60.98
(iii) Bank Balances other than Cash and Cash Equivalents	9	15.57	20.40
(iv) Loans	10	4.37	6.81
(c) Other Current Assets	11	691.50	660.71
(d) Current Tax Assets		36.12	31.80
Total current assets		1,513.24	2,084.16
TOTAL ASSETS		2,868.92	3,473.26
EQUITY AND LIABILITIES			
Equity			
(e) Equity Share Capital	12	1,206.72	1,206.72
(b) Other Equity	13	(41,585.64)	(41,576.18)
TOTAL EQUITY		(40,368.92)	(40,369.46)
Liabilities			
(1) Non-current Liabilities			
(a) Financial liabilities			
(i) Borrowings	14	32,229.47	30,213.08
(ii) Lease Liabilities		142.87	25.59
(b) Provisions	15	5,880.78	5,678.46
Total Non-current liabilities		38,253.11	36,115.17
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	226.21	245.77
(ii) Lease Liabilities		34.40	49.66
(iii) Trade Payables	18		
- Due to Micro and Small Enterprises		183.48	588.70
- Other than Micro and Small Enterprises		3,655.44	5,519.83
(b) Other current liabilities	17	849.95	1,309.16
(c) Provisions	18	25.26	16.45
Total current liabilities		4,974.73	7,727.66
Total liabilities		43,227.84	43,842.73
TOTAL EQUITY AND LIABILITIES		2,868.92	3,473.26

The accompanying Notes are an integral part of the Financial Statements

1 to 48

As per our report of even date

For and on behalf of Board of Directors

For BIPIN & CO,
Chartered Accountants
Firm Reg. No. 101509W

AMIT BHASH
Partner
Membership No. 126337

Place: DODARA
Date: 29/05/2023

MAHESH K. SHAH
Chairman & Managing Director
00054351

JAYESH A. MOTASHA
Director
00054236

DEEPTI PAREKH
Company Secretary
ACS80978

VIVEK A. MOTASHA
Chief Financial officer

Place: MUMBAI
Date: 29/05/2023



ROYAL CUSHION VINYL PRODUCTS LIMITED
Statement of Profit and Loss for the year ended 31st March, 2023

(Amount in lacs)

Particulars	Note No.	for the year ended 31st Mar, 2023	for the year ended 31st March, 2022
Revenue from Operations	19	5,209.25	6,896.87
Other Incomes	20	1,865.90	46.23
Total Income		7,075.14	6,942.11
Expenses			
Cost of Materials Consumed	21	4,364.63	6,215.99
Changes in Inventories of Finished Goods, Stock in Trade and Work in Progress	22	335.71	105.90
Employee Benefits Expense	23	544.10	546.92
Finance Costs	24	374.82	311.60
Depreciation and Amortization Expense	1	128.56	110.93
Other Expenses	25	1,307.79	1,198.59
Total Expenses		7,055.71	8,489.94
Profit/(Loss) before exceptional items and tax		19.44	(1,547.83)
Exceptional Items		-	6,261.24
Profit/(Loss) before tax		19.44	4,713.41
Tax Expense:			
(1) Current Tax		-	-
(2) Deferred tax		-	-
Profit/(loss) for the period from continuing operations		19.44	4,713.41
Profit/(loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(loss) from discontinued operations (after tax)		19.44	4,713.41
Profit/(Loss) for the period after Tax		19.44	4,713.41
Other Comprehensive Income			
A Items that will not be reclassified to profit or loss			
(i) Remeasurement of defined benefit plans		(8.89)	(0.54)
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total other comprehensive income		(8.89)	(0.54)
Total Comprehensive Income for the period (Comprising Profit / (Loss) and Other Comprehensive Income for the period)		10.55	4,712.86
Earnings per equity share (for continuing operations):			
(1) Basic		0.16	39.06
(2) Diluted		0.16	39.06
The accompanying Notes are an integral part of the Financial Statements	1 to 48		

As per our report of even date

For and on behalf of Board of Directors

For BIPIN & CO.
Chartered Accountants
Firm Reg. No. 101508W

AMIT SHAH
(Partner)
Membership No. 125337

Place : VADODARA
Date : 29/05/2023



MAHESH K. SHAH
Chairman & Managing Director
00054361

DEEPTI PAREKH
Company Secretary
ACS60978

Place : MUMBAI
Date : 29/05/2023

JAYESH A. MOTASHA
Director
00054236

VIVEK. MOTASHA
Chief Financial officer



ROYAL CUSHION VINYL PRODUCTS LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

(a) Equity share capital		(Amount in lacs)	
Balance at the beginning of the reporting period		Changes in the equity share capital during the year	Balance at the end of the reporting period
Number of Shares	1,20,67,212		1,20,67,212
Value of Shares	1,206.72		1,206.72

(b) Other equity		(Amount in lacs)			
Particulars	Reserve & Surplus				Total
	Capital reserves	Securities Premium	Investment Allowance Reserve	Retained Earnings	
Balance at the end of the reporting period i.e. 31.03.2021	6.49	7,232.25	45.34	(53,573.13)	(46,289.05)
Profit / (Loss) for the period	-	-	-	4,713.41	4,713.41
Other Comprehensive Income / (Loss) *	-	-	-	(0.54)	(0.54)
Total Other comprehensive income for the year	-	-	-	4,712.86	4,712.86
Addition / (deletion) during the year					
Balance at the end of the reporting period i.e. 31.03.2022	6.49	7,232.25	45.34	(48,860.27)	(41,576.18)
Profit / (Loss) for the period	-	-	-	19.44	19.44
Other Comprehensive Income / (Loss) *	-	-	-	(8.89)	(8.89)
Total Other comprehensive income for the year	-	-	-	10.55	10.55
Addition / (deletion) during the year					
Balance at the end of the reporting period i.e. 31.03.2023	6.49	7,232.25	45.34	(48,849.72)	(41,565.64)

* Represents remeasurements of defined benefit plans



CASH FLOW STATEMENT

(Amount in lacs)

Particulars	Year ended 31.03.2023 (Audited)	Year ended 31.03.2022 (Audited)
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax	18.44	4,713.41
Adjustment for:		
Depreciation	128.58	110.93
Finance Cost	374.92	311.80
Remeasurements of the defined benefit plans A/c	(8.89)	(0.54)
Interest Received	1.23	(5.18)
(-) Profit/Loss on Sale of fixed assets	(1,858.41)	(26.82)
Income Tax Refund	-	-
Lease Rent received	(3.79)	(13.23)
Share of (Profit) loss from Partnership firm	(1.88)	-
Unclaimed Liabilities / Balance Written Back	-	-
Operating profit before working capital changes	(1,388.26)	(6,261.24)
Adjustment for:		
Operating profit before working capital changes	(1,348.83)	(1,171.07)
A-1 (Increase)/Decrease in Inventories	357.36	225.35
(Increase)/Decrease in trade & other receivables	191.14	(71.96)
(Increase)/Decrease in loans & advances	(29.45)	(141.17)
Increase/(Decrease) in trade payables	(2,287.61)	545.31
Increase/(Decrease) in other current liabilities	(459.21)	463.25
Increase/(Decrease) in provisions	13.09	12.62
Net Cash from operating activities	(2,184.70)	1,033.42
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(148.61)	(117.35)
Sale of fixed assets	1,887.51	118.17
Sale/Revaluation of Investments	24.17	0.00
Interest Received	(1.23)	5.18
Lease Rent received	3.79	13.23
Net Cash Used for Investing Activities	1,767.52	19.23
C) CASH FLOW FROM FINANCING ACTIVITIES		
Borrowing	2,098.84	446.39
Lease rental paid	(11.20)	(42.18)
(Increase)/decrease in Fixed deposit	4.89	(0.38)
Interest paid	(363.72)	(209.42)
Net Cash Used from Financing Activities	1,728.75	134.44
Net Increase in cash and cash collection (A+B+C)	(47.25)	18.01
Cash & Cash Equivalents at the beginning of the year	80.98	64.97
Cash & Cash Equivalents at the end of the year	33.72	80.98

Cash and Cash Equivalents shall comprise of:-		
Particulars	Amount in ₹	Amount in ₹
a. Balances with banks	33.10	80.59
b. Cash on hand	0.62	0.39
Total	33.72	80.98

The above Cash flow statement has been prepared under the Indirect method as set out in the Accounting Standard 7 "Standard of Cash Flow".
The accompanying notes are an integral part of the Ind AS Financial statements.

<p>As per our report of even date</p> <p>For BIPIN & CO. Chartered Accountants Firm Reg. No. 101509W</p> <p><i>(Signature)</i> AMIT SHAH (Partner) Membership No. 126337</p> <p>Place: VADODARA Date: 29/05/2023</p>	<p>For and on behalf of Board of Directors</p> <p><i>(Signature)</i> MAHESH K SHAH Chairman & Managing Director 00064351</p> <p><i>(Signature)</i> DEEPTI PAREKH Company Secretary ACS60978</p> <p>Place: MUMBAI Date: 29/05/2023</p>	<p><i>(Signature)</i> JAYESH A. MOTASHA Director 00054236</p> <p><i>(Signature)</i> VIVEK . . MOTASHA Chief Financial officer</p>
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ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes to the Financial Statements for the year ended 31st March 2023

1. CORPORATE INFORMATION:

Royal Cushion Vinyl Products Ltd. (RCVP), CIN L24110MH1983PLC031395, having registered office at 60 Cd Shlok, Govt Industrial Estate, Charkop, Kandivali (West), Mumbai and plant at Plot no. 55, Village Garadhia, Dist Vadodara, Gujarat The Company's Equity shares are listed in BSE Ltd. The Company is engaged in manufacturing of Vinyl Flooring, PVC Sheeting and Artificial Leather cloth for commercial, residential, Transport and contract range as per the industries need and under the brand name "Royal House."

2. SIGNIFICANT ACCOUNTING POLICIES TO FINANCIAL STATEMENTS:

2.1 Basis for preparation of financial accounting

(I) Statement of Compliance

The financial statement of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified pursuant to-Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act together with the comparative period data.

(ii) Historical cost conversion

The Financial Statements have been prepared on historical cost conventions basis, except for the following:

- Certain financial instruments that are measured at fair value at the end of each reporting period;
- Defined benefit plans – plan assets measured at fair value.

(iii) Current and Non-Current classification

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classifications of its assets and liabilities as current and non-current.

2.2 Use of estimates and assumptions

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of circumstances surrounding the estimates. Changes in estimates are reflected in the financial statement in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statement

The company has consistently applied following accounting policies to all the period presented in these financial statements.

a) Property, plant and equipment

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its tangible assets recognized as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost of the transition date.

Free hold land is carried at cost and all other items of Property, Plant and Equipment are recorded at their cost of acquisition, net of taxes, less accumulated depreciation and impairment losses, if any. The cost thereof comprises of its purchase price, including import duties and other non-refundable taxes or



ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes to the Financial Statements for the year ended 31st March 2023

levies and any directly attributable cost for bringing the asset to its working condition for its intended use.

Borrowing costs on Property, Plant and Equipment's are capitalised when the relevant recognition criteria specified in Ind AS 23 Borrowing Costs is met.

Significant spares which have a usage period in excess of one year are also considered as part of Property, Plant and Equipment and are depreciated over their useful life.

Decommissioning costs, if any, on Property, Plant and Equipment are estimated at their present value and capitalised as part of such assets.

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Subsequent cost is included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset, is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation:

The Company depreciated its property, plant and equipment over the useful life in the manner prescribed in Schedule II of the Companies Act 2013 for the proportionate period of use during the year. The depreciation on assets is provided on the straight-line method considering the useful life and residual value of respective asset. The residual values are not more than 5% of the original cost of the asset. Depreciation on assets purchased /installed during the year is calculated on a pro-rata basis from the date of such purchase /installation.

The useful life considered for calculation of depreciation for various asset class are as follows:

Particulars	Useful Life
Building (Factory)	30
Building (Residential)	30
Building (Fences, Wells, etc)	30
Plant and Machinery	15
Electrical Installations	15
Laboratory Equipment	15
Furniture	10
Office equipment	5
Vehicles - Four Wheeler	8



b) Intangibles

Intangible assets that are acquired by the Company and that have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses, if any. Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate.

De-recognition of intangible assets



ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes to the Financial Statements for the year ended 31st March 2023

Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use. Gain or loss arising on such de-recognition is recognised in profit or loss and are measured as the difference between the net disposal proceeds, if any, and the carrying amount of respective intangible assets as on the date of de-recognition.

c) Inventories

Raw Material are valued at lower of moving weighted average cost and net realizable value.

Finished goods are valued at lower of cost or net realizable value.

The cost of work in progress and finished goods comprises direct material, direct labour, other direct cost and related production overheads.

Stores and spares, parts and components are valued at cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

d) Impairment of non-financial assets

Assets subject to amortization are tested for impairment provided that an event or change in circumstances indicates that their carrying amount might not be recoverable. These are treated as impaired when the carrying cost thereof exceeds its recoverable value. Recoverable value is higher of the asset's net selling price or value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net selling price is the amount receivable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal. An impairment loss is charged for when an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

e) Revenue Recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts and taxes, revenue from sale of goods is recognized on transfer of significant risk and rewards of ownership of products to the customers, which is generally on dispatch of goods.

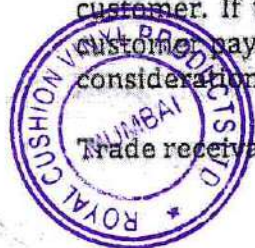
Revenue from job charges is recognized on completion of job work.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due a contract asset is recognized for the earned consideration that is conditional.

Trade receivables



ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes to the Financial Statements for the year ended 31st March 2023

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract.

Dividend

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

e) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of noncash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

f) Leases

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116.

The Company as a lessee

The Company enters into an arrangement for lease of land, buildings, plant and machinery including computer equipment and vehicles. Such arrangements are generally for a fixed period but may have extension or termination options. The Company assesses, whether the contract is, or contains, a lease, at its inception. A contract is, or contains, a lease if the contract conveys the right to -

- control the use of an identified asset,
- obtain substantially all the economic benefits from use of the identified asset, and
- direct the use of the identified asset

The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option.

The Company at the commencement of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low-value assets. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.



ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes to the Financial Statements for the year ended 31st March 2023

The cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful life of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The Company applies Ind AS 36 to determine whether an RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets below.

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss.

Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

Company as a lessor:-

Leases under which the Company is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases. For leases under which the Company is an intermediate lessor, the Company accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

g) Foreign Currency Transactions

On initial recognition, transactions in currencies other than the Company's functional currency (foreign currencies) are translated at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the exchange rate at that date. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous period are recognised in profit or loss in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.



ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes to the Financial Statements for the year ended 31st March 2023

h) Taxation

Current Income Taxes:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

MAT Credit:

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as a deferred tax asset only to the extent that there is reasonable certainty that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The MAT credit to the extent there is reasonable certainty that the Company will utilize the credit is recognised in the Statement of profit and loss and corresponding debit is done to the Deferred Tax Asset as unused tax credit.

i) Employee Benefits

Short term employee benefits:

Employee benefits payable wholly within twelve months of rendering the service the service is classified as short-term employee benefits and are recognized in the period in which the employee renders the related service.

Post-Employment benefits:

Defined benefit plans: All employees are covered under Employees' Gratuity Scheme, the liability is determined based on actuarial valuation using the Projected Unit Cost Method. Re-measurement of the net defined benefit liability, which comprise actuarial gains/losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) are recognized in Other Comprehensive Income. Net interest expense and other expenses related to defined benefit plans are recognized in the Statement of Profit and Loss.



ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes to the Financial Statements for the year ended 31st March 2023

Defined contribution plans: All employees are covered under contributory provident fund benefit of a contribution of 12% of basic salary. Contributions to defined contribution scheme is charges to the Statement of Profit and Loss of the year, on due basis. There are no obligations other than the contributions payable to the respective funds.

Long-term employee benefits: Provision for long-term employee benefits comprise of compensated absences. There are measured on the basis of year-end actuarial valuation in line with the Company's rules for compensated absences. Re-measurement gains or losses are recognized in profit or loss in the period in which they arise.

j) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are considered as a part of cost of such assets less interest earned on the temporary investment. A qualifying asset is one that necessarily takes substantial period of time to get ready for the intended use. All other borrowing costs are charged to Statement of Profit & Loss in the year in which they are incurred.

k) Provisions and contingent liabilities

Provisions

The Company recognizes a provision when: it has a present legal or constructive obligation as a result of past events; it is likely that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

Contingent Liability and Contingent Assets

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortization recognised in accordance with the requirements for revenue recognition.

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements. Contingent liabilities and contingent assets are reviewed at each balance sheet date.

Onerous Contract

A provision for onerous contracts is measured at the present value of the lower expected costs of terminating the contract and the expected cost of continuing with the contract. Before a provision is established, the Company recognizes impairment on the assets with the contract.

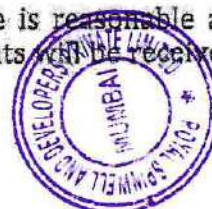
l) Earnings Per Share (EPS)

Basic earnings per Share is computed by dividing the net profit or loss for the year attributable to equity share holders, by the weighted average number of equity share outstanding during the period.

Diluted earning per share is computed by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted number of equity and equivalent diluted equity shares outstanding during the year except where the results would be antidilutive.

m) Government Grants

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. When the grant



ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes to the Financial Statements for the year ended 31st March 2023

relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

When the grant relates to an asset, it is recognised as deferred revenue in the balance sheet and transferred to profit or loss on a systematic basis over the expected useful life of the related asset.

n) Cash and cash equivalents

Cash and cash equivalents include cash at bank and deposit with banks having original maturity of not more than three months. Bank deposit with original maturity period of more than three months but less than twelve months are classified as other bank balances.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and fixed deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

o) Investments in the nature of equity in subsidiaries, joint venture and associates

The Company has elected to recognise its investments in equity instruments in subsidiaries, joint venture and associates at cost in the separate financial statements in accordance with the option available in Ind AS 27, 'Separate Financial Statements'.

p) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement-

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial

assets measured at amortized cost.

Subsequent measurement-

For purposes of subsequent measurement, financial assets are classified in Three categories:

- i. Financial assets measured at amortized cost
- ii. Financial assets measured at fair value through other comprehensive income (FVTOCI)
- iii. Financial assets measured at fair value through profit or loss (FVTPL)

i. *A financial asset that meets the following two conditions is measured at amortized cost.*

- **Business Model test:** The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- **Cash flow characteristics test:** Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

ii. *A financial asset that meets the following two conditions is measured at fair value through OCI-*

- **Business Model test:** The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- **Cash flow characteristics test:** The contractual terms of the instrument give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.



ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes to the Financial Statements for the year ended 31st March 2023

iii. All other financial assets are measured at fair value through profit and loss.

Equity instruments

All equity instruments in scope of Ind AS 109 - [*] are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, including foreign exchange gain or loss and excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit or loss.

Derecognition-

A financial asset is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The contractual rights to receive cash flows from the asset have expired, or
- The Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in OCI and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Impairment of financial assets-

In accordance with Ind AS 109, The company assesses impairment based on expected credit losses (ECL) model at an amount equal to: -

- 12 months expected credit losses, or
- Lifetime expected credit losses

depending upon whether there has been a significant increase in credit risk since initial recognition.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or any contractual right to receive cash or another financial asset.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Financial liabilities-

Initial recognition and measurement-

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.



ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes to the Financial Statements for the year ended 31st March 2023

Subsequent measurement-

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL.

Financial liabilities at fair value through profit or loss-

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or is designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred principally for the purpose of repurchasing in the near term or on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking. This category also includes derivative entered into by the Company that are not designated and effective as hedging instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Derecognition-

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognize amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

q) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.



ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes to the Financial Statements for the year ended 31st March 2023

r) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the Company is responsible for allocating resources and assessing performance of the operating segments and accordingly is identified as the chief operating decision maker.

s) Recent pronouncements

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

(i) Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

(ii) Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of consolidated financial statements.

The amendments are extensive, and the Company will evaluate the same to give effect to them as required by law.



Notes on Financial Statements for the Year ended 31st March 2023

03:PROPERTY, PLANT & EQUIPMENT

(Amount in lacs)

Particulars	Land	Buildings	Plant & Equipment	Furniture & Fittings	Office Equipments	Total	Capital Work in progress
As at March 31, 2021	36.27	539.73	1,702.00	10.49	44.51	1,833.01	52.62
Additions	54.58		60.97		1.81	117.35	
Disposals			(38.72)			(38.72)	(52.62)
As at March, 2022	90.85	539.73	1,224.25	10.49	46.32	1,911.63	
Additions			8.42		0.93	9.34	
Disposals	(26.46)		(52.79)			(79.25)	
As at March 31, 2023	64.39	539.73	1,179.87	10.49	47.24	1,841.72	-

Accumulated depreciation and impairment

As at March 31, 2021		201.49	421.05	4.97	18.69	646.30	
Depreciation for the year		22.75	44.43	(0.00)	4.33	71.51	
Impairment							
Disposals							
As at March 31, 2022		224.24	465.49	4.97	23.02	717.82	
Depreciation for the year		22.99	56.60	0.75	7.63	87.98	
Impairment							
Disposals			(50.15)			(50.15)	
As at March 31, 2023		247.23	471.94	5.72	30.65	755.65	

Carrying amount

As at March 31, 2022	90.85	315.49	758.76	5.52	23.30	1,193.92	-
As at March 31, 2023	64.39	292.50	707.93	4.77	16.59	1,086.18	-

Investment Property

Particulars	Land	Building	Total
Cost			
As at March 31, 2021	0.47	33.87	34.33
Additions	-	-	-
Disposals	-	-	-
As at March, 2022	0.47	33.87	34.33
Additions	-	-	-
Disposals	-	-	-
As at March 31, 2023	0.47	33.87	34.33

Accumulated depreciation and impairment

As at March 31, 2021	-	8.24	8.24
Depreciation for the year	-	1.85	1.85
Impairment	-	-	-
Disposals	-	-	-
As at March, 2022	-	11.10	11.10
Depreciation for the year	-	1.86	1.86
Impairment	-	-	-
Disposals	-	-	-
As at March 31, 2023	-	12.96	12.96

Carrying amount

As at March 31, 2022	0.47	22.76	23.23
As at March 31, 2023	0.47	20.91	21.37

Right to Use Assets

(Amount in lacs)

Particulars	Building	Forklift	Lamination & Print Line	Total
Net carrying value as at March 31, 2021	32.77	83.54	-	96.30
Additions during the year:				
Deletions during the year				
Less: Dep. expense during the year 2021-22	(16.38)	(21.18)	-	(37.56)
Net carrying value as at March 31, 2022	16.38	42.36	-	58.74
Additions during the year:			139.27	139.27
Deletions during the year				
Less: Dep. expense during the year 2022-23	(16.38)	(21.18)	(1.16)	(38.72)
Net carrying value as at March 31, 2023	-	21.18	138.11	159.28



ROYAL CUSHION VINYL PRODUCTS LIMITED
Notes on Financial Statements for the year ended 31st March 2023

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04. INVESTMENT-NON-CURRENT

(Amount in lacs)

Particulars	Units	As at	
		31 st March, 2023	31 st March, 2022
Long Term Investment (at cost)			
A Investment in Shares			
D) Unquoted : (Non Trade) in Equity			
Investment in Shares of Subsidiary Company :			
4,50,200 Shares (PY.4,50,200) in Euroroyal Floors Limited (U.K.) of STG pound 1. (one) each fully paid up.	4,50,200	259.31	4,50,200
Less : provision for diminution in value of Investment	4,50,200	259.31	259.31
30,000 (PY.30,000) equity shares in AB-Corp Ltd of ₹ 10/- each fully paid up.	30,000	24.75	30,000
Less : Provision for Diminution in value of Investment	30,000	24.75	24.75
7,500 (PY.7,500) shares in Baroda City Co-op Bank Ltd. of ₹ 10/- each fully paid up.	7,500	0.75	7,500
1,416 (PY.1,416) shares in Saraswat Co-op Bank Ltd. of ₹ 10/- each fully paid up.	1,416	0.21	1,416
B Government Securities			
National Saving Certificates (Pledged with Government Authorities)		0.02	0.02
C Investment by way of capital in a partnership firm			
Creative Investment		(7.41)	16.75
Total		(8.43)	17.73

Particulars	As at	
	31 st March, 2023	31 st March, 2022
Aggregate amount of unquoted investments	285.02	285.02
Aggregate Provision for the diminution in Value of Investments	284.06	284.06

4.1) The Company has made an investment of ₹. 259.31 lacs (£ 450,200) in Euroroyal Floors Ltd. ("ERF") wholly owned subsidiary in U.K. The subsidiary also owes ₹ 2333.76 lacs (Net of commission payable ₹ 106.19 lacs) towards supply of goods made to it. The principal customers of ERF in Russia did not honour the debts. Due to this ERF in turn, could not pay its creditors. The Company has been informed by the ex-Local Directors of ERF that one of the creditors had filed a suit for winding-up of ERF pursuant to which the High Court of Justice of U.K. made a winding-up order dated 11th June, 2001 against ERF and the official receiver has been appointed to liquidate the assets of ERF. Thereafter order dated 12/03/2002 was passed and ERF is dissolved. Under the circumstances, the Management had provided for diminution in value of investment made in ERF in the year 2000-01. As also, provision against the debt of ₹ 2333.76 lacs due from ERF had been made during the earlier year.

05. OTHER FINANCIAL ASSETS-CURRENT

Particulars	As at	
	31 st March, 2023	31 st March, 2022
Deposits	95.28	95.49
Total	95.28	95.49

06. INVENTORIES

Particulars	As at	
	31 st March, 2023	31 st March, 2022
Raw materials	119.53	126.34
Work-in-progress	164.99	455.85
Finished goods	187.81	222.86
Packing Materials	14.64	25.39
Consumable Stores	101.41	102.35
Fuel	-	1.15
Total	578.38	935.74

07. TRADE RECEIVABLES

Particulars	As at	
	31 st March, 2023	31 st March, 2022
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	30.53	178.83
Considered Doubtful	2,345.74	2,345.74
Less : Provision for Doubtful Debts	2,345.74	2,345.74
Others (Considered good)	30.53	178.83
Total	183.58	344.72



7.1) Trade Receivables ageing schedule as at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	123.05	7.57	2.84	0.76	19.38	153.58
(ii) Undisputed Trade receivables -considered doubtful	-	-	-	-	2,345.74	2,345.74
(iii) Disputed trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed trade receivables - considered doubtful	-	-	-	-	(2,345.74)	(2,345.74)
(v) Allowance for doubtful trade receivables	-	-	-	-	19.38	153.58
Total	123.05	7.57	2.84	0.76	19.38	153.58

Trade Receivables ageing schedule as at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	195.89	158.09	1.02	0.83	18.09	344.72
(ii) Undisputed Trade receivables -considered doubtful	-	-	-	-	2,345.74	2,345.74
(iii) Disputed trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed trade receivables - considered doubtful	-	-	-	-	(2,345.74)	(2,345.74)
(v) Allowance for doubtful trade receivables	-	-	-	-	18.09	344.72
Total	195.89	158.09	1.02	0.83	18.09	344.72

08. CASH AND CASH EQUIVALENTS

Particulars	As at 31st March, 2023	As at 31st March, 2022
a. Balances with banks	33.10	80.89
b. Cash on hand	0.62	0.99
Total	33.72	80.88

09. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at 31st March, 2023	As at 31st March, 2022
Fixed Deposit with banks	15.57	20.40
Total	15.57	20.40

Fixed deposit of ₹ 15.57 lacs (P.Y. ₹ 20.40 lacs) , held as security deposit against Bank Guarantee.

10. LOANS-CURRENT

Particulars	As at 31st March, 2023	As at 31st March, 2022
Advances to Employees	4.37	9.81
Total	4.37	9.81

**11. OTHER CURRENT ASSETS
(Unsecured, considered good)**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Prepaid Expenses	1.81	10.28
Advances to Suppliers	53.86	29.98
Balance with Government authorities	638.33	626.43
Total	691.50	690.71

12. SHARE CAPITAL

Particulars	As at 31st March, 2023	As at 31st March, 2022
Authorised : 30,000,000 (Previous year 30,000,000) Equity Shares of ₹ 10/- each	3,000.00	3,000.00
Issued, Subscribed & Paid up 1,20,67,212 (Previous Year 1,20,67,212) Equity Shares of ₹ 10/- each fully paid up	1,206.72	1,206.72
Total	1,206.72	1,206.72

12.1) Rights of Equity Shareholders

The Company has only one class of equity share of ₹ 10/- per share. Each Share holder of equity shares is entitled to one vote per share.



12.2) Reconciliation of the Shares outstanding and amount of share capital.

Particulars	As at March 31, 2023		As at March 31, 2022	
	Numbers	₹	Numbers	₹
Shares outstanding at the beginning of the year	1,20,67,212	1,206.72	1,20,67,212	1,206.72
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	1,20,67,212	1,206.72	1,20,67,212	1,206.72

12.3) Details of Shareholders holding more than 5% shares.

	As at March 31, 2023		As at March 31, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1 Bhaktavatsala Trading & Consultancy Services LLP	10,35,210	8.58	10,35,210	8.58
2 Sahishnu Trading & Consultancy Services LLP	7,09,340	5.88	7,09,340	5.88
3 Shreedaha Trading & Consultancy Services LLP	7,09,300	5.88	7,09,300	5.88
4 Sugghosh Trading & Consultancy Services LLP	7,09,310	5.88	7,09,310	5.88
5 Trilokatma Trading & Consultancy Services LLP	10,35,210	8.58	10,35,210	8.58
6 Lapada (Mauritius) Limited	28,80,000	23.87	28,80,000	23.87

12.4) Shareholding of Promoters

Name of Promoter *	As at March 31, 2023		As at March 31, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1 Bhaktavatsala Trading & Consultancy Services LLP	10,35,210	8.58	10,35,210	8.58
2 Trilokatma Trading & Consultancy Services LLP	10,35,210	8.58	10,35,210	8.58
3 Lokswami Trading & Consultancy Services LLP	4,03,150	3.34	4,03,150	3.34
4 Sahishnu Trading & Consultancy Services LLP	7,09,340	5.88	7,09,340	5.88
5 Sugghosh Trading & Consultancy Services LLP	7,09,310	5.88	7,09,310	5.88
6 Shreedaha Trading & Consultancy Services LLP	7,09,300	5.88	7,09,300	5.88
7 Vishvamurti Trading & Consultancy Services Pvt Ltd	8,570	0.07	8,570	0.07
8 Trilokesh Trading & Consultancy Services Pvt Ltd	45,690	0.38	45,690	0.38
9 Sumukh Trading & Consultancy Services LLP	44,970	0.37	44,970	0.37
10 Anuradha Jayesh Jhaveri	28,000	0.23	28,000	0.23
11 Anuradha Arvind Motasha	1,000	0.01	1,000	0.01
12 Arvind Vadilal Motasha	16,903	0.14	16,903	0.14
13 Bhavana Mukesh Motasha	40,822	0.34	40,822	0.34
14 Deepak Amrutlal Motasha	27,001	0.22	27,001	0.22
15 Dippi Jayesh Motasha	1,051	0.01	1,051	0.01
16 Hansa Arvind Motasha	27,600	0.23	27,600	0.23
17 Jayesh A Motasha	26,800	0.22	26,800	0.22
18 Jayshree Mahesh Shah	400	0.00	400	0.00
19 Mahesh Kantilal Shah	39,450	0.33	39,450	0.33
20 Meena Vinod Shah	74,000	0.61	74,000	0.61
21 Mukesh Amrutlal Motasha	25,701	0.21	25,701	0.21
22 Sushilaben K Shah	18,550	0.15	18,550	0.15
23 Suvrat Mahesh Shah	13,600	0.11	13,600	0.11
24 Swata Deepak Motasha	300	0.00	300	0.00
25 Varun Jayesh Motasha	19,800	0.16	19,800	0.16
26 Vinod Kantilal Shah	41,400	0.34	41,400	0.34
27 Lapada (Mauritius) Limited	28,80,000	23.87	28,80,000	23.87

* Details of Promoters are identified based on information submitted with the BSE Ltd. as per SEBI (LODR) Regulations, 2015 (as amended) and the Annual Return filed in accordance with the provision of Section 92 of the Act.

13. OTHER EQUITY

Particulars	As at		As at	
	31st March, 2023		31st March, 2022	
a. CAPITAL RESERVE				
Opening Balance	6.49		6.49	
Addition	-		-	
Deduction	-		-	
Closing Balance	6.49		6.49	
b. SECURITIES PREMIUM RESERVE				
Opening Balance	7,232.26		7,232.26	
Addition	-		-	
Deduction	-		-	
Closing Balance	7,232.26		7,232.26	



c. INVESTMENT ALLOWANCE RESERVE			
Opening Balance	45.34		45.34
Addition	-		-
Deduction	-		-
Closing Balance		45.34	45.34
d. SURPLUS/DEFICIT IN THE STATEMENT OF PROFIT & LOSS			
Opening Balance	(48,860.27)		(53,573.13)
Remeasurement of defined benefits plans	(8.89)		(0.54)
Profit for the year	19.44		4,713.41
Closing Balance		(48,849.72)	(48,860.27)
Total		(41,565.64)	(41,576.18)

Nature and Purpose of each reserve

- a) Capital reserve - During amalgamation, the excess of net assets taken, over the consideration paid, if any, is treated as capital reserve.
- b) Securities premium reserve - The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium reserve. This reserve is utilised in accordance with the provisions of the Companies Act 2013.
- c) Investment allowance reserve - Investment Allowance Reserve was created under the provisions of Income tax, when new machineries were purchased.

14. BORROWING

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Current	Non Current	Current	Non Current
Secured				
From Bank				32.68
Loans from Financial Institution		23,260.46		23,260.46
Loan from Others	226.21	1,630.45	245.77	1,840.01
Unsecured				
From Companies		3,448.65		1,728.49
From Directors		1,570.11		1,026.55
From Others		2,319.81		2,323.91
Total	226.21	32,229.46	245.77	30,213.06

14.1 (a) As in the past, in current year also, due to non-receipt of the statements / advices / balance confirmation certificates from the financial institutions / banks, book entries pertaining to banks and financial institutions, the balances could not be reconciled. Further, in absence of such details and information, the amount payable also could not be estimated or ascertained. Thus, bank balances and balances of such financial institutions as on 31.03.2023 are subject to adjustments, if any, to be carried out on receipt of the relevant statements / advices / balance confirmation certificates from banks/ financial institutions.

(b) The original lenders of the Company namely IDBI, Bank of India, Oriental Bank of Commerce and EXIM Bank had assigned their dues to Asset Reconstruction Company of India Limited ('ARCIL') in the year 2006-07 and thereafter ARCIL assigned its rights in dues of the Company to SICOM Limited in the year 2011-12. During the financial year 2017-18, SICOM Limited assigned its rights in the dues outstanding from the Company to Finquest Financial Solutions Private Limited ('Finquest'). Similarly, during the financial year 2017-18, Saraswat Co-op Bank Ltd. assigned its rights in the dues outstanding from the Company to Finquest. Therefore, the outstanding loan balance of all these original lenders have been presented to the credit of Finquest. The Company has not provided interest on loan outstanding to the credit of Finquest. Had the Company provided interest as per practice followed in earlier years, loss would have been higher by ₹.1291.31 lacs (P.Y. ₹ 1296.67 lacs). During the year Company had done one time settlement with Baroda City Co-op Bank and outstanding due of Principal ₹ 32.68 lacs and Interest ₹ 73.05 lacs paid during the year.

(c) The Directors/Promoters of the Company along with their family members and group companies/associates have arranged loans from Deutsch Bank (DB) and Capital First Limited (Now merged with IDFC Bank Ltd) (IDFC), by giving their personal property as collateral security. These loans are released by DB and IDFC to Natroyal Industries Private Limited ('NIPL'). Pursuant to the arrangement / understanding between NIPL, Directors/Promoters, associates and the Company, the said loan amount were transferred by NIPL to the Company and the Company has treated the same as Loan from NIPL. The installments including interest is paid on the said Loan by the Company. The principal loan repayment amount is debited to NIPL Loan Account and interest thereon is debited to interest account in the Company's Books of Accounts. The loan outstanding as on 31.03.2023 for DB is ₹ 916.99 lacs and IDFC is ₹ 939.68 lacs.



15. PROVISION - NON-CURRENT

Particulars	As at 31st March,2023	As at 31st March,2022
Provision for Employee Benefits		
Provision for Gratuity	172.98	169.65
Provision for Leave Benefits	25.85	22.89
Provision for Customs duty including interest	5,683.95	5,683.05
Total	5,880.78	5,876.49

15.1) Under the Duty Exemption Scheme of Advance License (as well as similar other license schema) pursuant to Import & Export Policy of Government of India, duty free imports of raw materials are permitted and they are required to be used in manufacturing of goods for export, as well as, export of goods has to be effected within the time allowed, in terms of the scheme. The Company has availed of such licenses from time to time. In the past, it had fulfilled its export obligations. The Company had imported duty free raw material under certain licenses, however it could not effect export within the time allowed due to circumstances beyond the control of the Company. The Company has evaluated its obligations under the scheme and it has been advised that in view of non fulfillment of export obligations, the authorities can recover the import duty and mandatory interest thereon. From 01.04.2014 the Company has stopped providing interest on custom duty liability. Had the company provided interest as per practice followed in earlier years loss would have been higher by ₹ 276.65 lacs and reserve and surplus would have been lower to that extent during the year.

15.2) BIFR's Order dated 11/05/2015 includes various reliefs from DFGT such as extension of Export Obligation Period, Waiver of Penalties and also refund from Customs against Advance Licenses and EPCG Licenses once the export obligation is extended and completed. The company has already got extension of export obligation for various Licenses and is in the process of getting extension of Export Obligation of Advance Licenses and EPCG Licenses. In the year 2000, 2001 and 2006, the Customs Dept. has encashed Bank Guarantees provided by Union Bank of India and Global Trust Bank. The total amount of these Guarantees is ₹ 4.35 Crores. The company is in the process of consolidating all the documents and will file the claim with Customs Dept. for refund of the Bank Guarantees amount etc. As the application is yet to be filed, this amount is not shown as "Receivable" in the Balance Sheet.

16. TRADE PAYABLES

Particulars	As at 31st March,2023	As at 31st March,2022
Micro & Small Enterprises (Ref Note No.37)	183.48	566.70
Others	3,655.44	5,519.83
Total	3,838.92	6,106.53

16.1) Trade Payables ageing schedule: As at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	120.16	36.43	6.03	21.86	183.48
(ii) Others	1,525.70	1,443.93	347.83	329.02	3,646.48
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	6.96	6.96
Total	1,645.86	1,479.36	353.86	388.84	3,838.92

Trade Payables ageing schedule: As at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	401.67	11.21	1.32	172.51	586.70
(ii) Others	1,202.80	3,773.19	4.81	530.26	5,510.67
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	6.96	6.96
Total	1,604.47	3,784.40	5.93	711.73	6,106.53

17. OTHER CURRENT LIABILITIES

Particulars	As at 31st March,2023	As at 31st March,2022
(a) Advance from Customers	532.19	1,141.68
(b) Statutory Liabilities	49.28	57.48
(c) Other Liabilities (Advance received for sale of land)	259.47	110.00
Total	840.95	1,309.16

18. PROVISIONS - CURRENT

Particulars	As at 31st March,2023	As at 31st March,2022
(a) Provision for Gratuity	16.92	11.66
(b) Provision for Leave Benefits	8.34	4.70
Total	25.26	16.46



ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes on Financial Statements for the year ended 31st March, 2023

(Amount in lacs)

Particulars	for the year ended 31st March, 2023	for the year ended 31st March, 2022
19. REVENUE FROM OPERATION		
Sales of Products and Services	5,158.95	6,807.55
	5,158.95	6,807.55
Other Operating Revenue		
Sale of Scrap	50.30	88.32
	50.30	88.32
Total	5,209.25	6,896.87

Particulars	for the year ended 31st March, 2023	for the year ended 31st March, 2022
DETAILS OF TURNOVER :		
PVC Floor Covering	4,494.28	6,263.16
PVC Leather cloth	554.55	544.39
Total	5,158.95	6,807.55

20. OTHER INCOMES

Interest	1.23	5.18
Income Tax Refund	0.56	-
Lease Rent	3.79	13.23
Profit on sale of Fixed assets (Net of brokerage)	1,855.41	25.83
Share of profit from Partnership firm	1.88	-
Total	1,858.89	45.24

21. COST OF MATERIAL CONSUMED

Opening Stock	128.34	259.29
Purchases	4,355.81	6,085.04
	4,484.15	6,344.33
Less: Closing Stock	119.53	128.34
Total	4,364.63	6,215.99

21.1) Value of Consumption of directly imported and indigenously obtained Raw material & the percentage of each to the total.

RAW MATERIAL CONSUMED	2022-23		2021-22	
	Amount	%	Amount	%
Imported	447.39	10.25	487.81	8.01
Indigenous	3,917.24	89.75	5,718.38	91.99
Total	4,364.63	100.00	6,215.99	100.00

RAW MATERIAL CONSUMED	Amount	%	Amount	%
PVC Resin	1,818.71	41.67	3,208.45	51.62
Plasticizers	714.70	16.37	1,355.62	21.99
Others	1,931.21	41.96	1,840.93	28.40
Total	4,364.63	100.00	6,215.99	100.00

22. CHANGES IN INVENTORIES OF FINISHED GOODS

Work-In-Progress		
Opening Stock		
Finished Goods	222.66	380.60
Work-in-process	455.85	403.80
	878.51	784.41
Less: Closing Stock		
Finished Goods	187.81	222.66
Work-in-process	154.99	455.85
	342.81	878.51
Total	335.71	105.90

22.1) DETAILS OF INVENTORY OF FINISHED GOODS

	Amount	Amount
PVC Floor Covering	187.81	222.66
Total	187.81	222.66



ROYAL CUSHION VINYL PRODUCTS LIMITED

Notes on Financial Statements for the year ended 31st March, 2023

(Amount in lacs)

Particulars	for the year ended 31st March, 2023	for the year ended 31st March, 2022
23. EMPLOYEES BENEFITS EXPENSE		
Salaries	482.37	483.61
Contribution to Provident Fund and Other Funds	31.19	32.24
Gratuity	21.12	19.67
Staff Welfare	9.42	11.40
Total	544.10	546.92
24. FINANCE COSTS		
Interest on long term borrowings	384.84	300.50
Interest on Lease Liabilities	6.02	8.94
Bank Charges	4.07	2.17
Total	374.92	311.60
25. OTHER EXPENSES		
Consumption of stores and spares	46.12	81.01
Consumption of packing material	166.09	189.41
Power and fuel	695.62	621.28
Lease Rent	67.59	4.67
Rates and taxes	2.95	1.12
Insurance	10.07	10.68
Electricity Charges	8.14	7.82
Repairs and maintenance	-	-
- Plant and machinery	44.31	29.92
- Buildings	2.59	0.11
- Others	0.62	0.62
Design & Development	5.55	7.88
Machine Operating Charges	15.55	44.36
Services and maintenance	61.17	35.13
Advertising and sales promotion	0.77	1.34
Travelling and conveyance	5.54	1.80
Telephone Expense	2.10	2.40
Vehicle Expense	35.41	30.22
Legal and professional fees	83.10	52.90
Payment to auditor	-	-
- Audit fees	2.27	2.27
- Tax Audit fees	0.30	0.30
- Taxation Matter	-	-
- Certification Work	0.45	0.45
Freight and forwarding charges Outward	0.25	2.13
Miscellaneous expenses	51.35	70.77
Total	1,307.79	1,198.59



Note 26 - Categories of Financial Instruments and Fair Value Hierarchy

(Amount in lacs)

	As at 31-03-2023			
	Amount	Level 1	Level 2	Level 3
Financial Assets				
Classified as Fair value through Profit & Loss				
Investments :-				
In Equity Instruments (Unquoted)	0.96	-	-	0.96
Classified as Amortised Cost				
Investment in Partnership firms	-7.41	-	-	-
Govt. Securities	0.02	-	-	-
Trade Receivables	153.58	-	-	-
Loans	4.37	-	-	-
Cash and cash equivalents	33.72	-	-	-
Bank Balances other than Cash and Cash Equivalents	15.57	-	-	-
Security Deposit	95.28	-	-	-
Total Financial Assets	299.09	-	-	0.96
Financial Liabilities				
Classified as Amortised Cost				
Borrowings	32,455.68	-	-	-
Lease Liabilities	177.27	-	-	-
Trade payables	3,838.92	-	-	-
Total Financial Liabilities	36,471.85	-	-	-

	As at 31-03-2022			
	Amount	Level 1	Level 2	Level 3
Financial Assets				
Classified as Fair value through Profit & Loss				
Investments :-				
In Equity Instruments (Unquoted)	0.95	-	-	0.95
Classified as Amortised Cost				
Investment in Partnership firms	18.75	-	-	-
Govt. Securities	0.02	-	-	-
Trade Receivables	344.72	-	-	-
Loans	9.81	-	-	-
Cash and cash equivalents	80.98	-	-	-
Bank Balances other than Cash and Cash Equivalents	20.40	-	-	-
Security Deposit	95.49	-	-	-
Total Financial Assets	569.13	-	-	0.95
Financial Liabilities				
Classified as Amortised Cost				
Borrowings	30,458.85	-	-	-
Lease Liabilities	75.25	-	-	-
Trade payables	6,108.53	-	-	-
Total Financial liabilities	36,640.63	-	-	-

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, it has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted prices. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: Such inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset and liability, either directly or indirectly.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximates the fair value because there is wide range of possible fair value measurements and the costs represents estimate of fair value within that range.

The Management considers that the carrying amount of financials assets and financial liabilities carried at amortised cost approximates their fair values.



Note 27 - Financial Risk Management

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

A) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations.

a) Cash and Cash Equivalents

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Board. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed condition, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of surplus funds, bank overdrafts, bank loans, debentures and inter-corporate loans.

The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding.

The table below provides details regarding the contractual maturities of significant financial liabilities :

Particulars	(Amount in lacs)			
	For the year ended 31.03.2023			
	Less than 1 Year	1-5 Years	above 5 Years	Total
Borrowings	225.21	1,183.98	31,045.51	32,455.68
Trade payables	3,838.92	-	-	3,838.92
Lease Liabilities	34.40	142.67	-	177.27
Other financial liabilities	849.95	-	-	849.95
Total	4,949.47	1,326.83	31,045.51	37,321.81

Particulars	For the year ended 31.03.2022			
	Less than 1 Year	1-5 Years	above 5 Years	Total
Borrowings	245.77	1,422.65	28,790.44	30,458.85
Trade payables	6,106.53	-	-	6,106.53
Lease Liabilities	48.66	25.59	-	75.25
Other financial liabilities	1,309.16	-	-	1,309.16
Total	7,711.11	1,448.24	28,790.44	37,948.79

Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to commodity prices and the market value of its investments.

Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.



Note 28 - Employee Benefit Plans

Annexure 'A' GRATUITY

(Amount in lacs)

Define Benefit Plans as per actuarial valuation under Ind AS 19 period of accounting		
Valuation Result as at	31-Mar-23	31-Mar-22
i	Changes in present value of obligations	
PVO at beginning of period	181.31	166.91
Interest cost	11.69	10.36
Current Service Cost	9.43	9.31
Past Service Cost - (non vested benefits)	-	-
Past Service Cost - (vested benefits)	-	-
Benefits Paid	(21.43)	(5.81)
Contributions by plan participants	-	-
Business Combinations	-	-
Curtailments	-	-
Settlements	-	-
Actuarial (Gain)/Loss on obligation	8.89	0.54
PVO at end of period	169.89	181.31
ii	Interest Expenses	
Interest cost	11.69	10.36
iii	Fair Value of Plan Assets	
Fair Value of Plan Assets at the beginning	-	-
Interest Income	-	-
iv	Net Liability	
PVO at beginning of period	181.31	166.91
Fair Value of the Assets at beginning report	-	-
Net Liability	181.31	166.91
v	Net Interest	
Interest Expenses	11.69	10.36
Interest Income	-	-
Net Interest	11.69	10.36
vi	Actual return on plan assets	
Less Interest Income Included above	-	-
Return on plan assets excluding interest income	-	-
vii	Actuarial (Gain)/loss on obligation	
Due to Demographic Assumption?	-	-
Due to Financial Assumption	(4.85)	(6.17)
Due to Experience	19.78	6.71
Total Actuarial (Gain)/Loss	8.89	0.54

*This figure does not reflect inter-relationship between demographic assumption and financial assumption when a firm is applied on the benefit, the effect will be shown as an experience

Annexure 'A' GRATUITY

Accounting Disclosures Statement		
Period of accounting	31-Mar-23	31-Mar-22
viii	Fair Value of Plan Assets	
Opening Fair Value of Plan Asset	-	-
Adjustment to Opening Fair Value of Plan Asset	-	-
Return on Plan Assets excl. Interest Income	-	-
Interest Income	-	-
Contributions by Employer	21.43	5.81
Contributions by Employee	-	-
Benefits Paid	(21.43)	(5.81)
Fair Value of Plan Assets at end	-	-
ix	Past Service Cost Recognised	
Past Service Cost - (non-vested benefits)	-	-
Past Service Cost - (vested benefits)	-	-
Average remaining future service (liability) of the benefit	-	-
Recognised Past service Cost- non-vested benefits	-	-
Recognised Past service Cost- vested benefits	-	-
Unrecognised Past Service Cost- non-vested benefits	-	-
x	Amounts to be recognized in the balance sheet and statement	
PVO at end of period	169.89	181.31
Fair Value of Plan Assets at end of period	-	-
Funded Status	(169.89)	(181.31)
Net Asset/(Liability) recognized in the balance sheet	(169.89)	(181.31)
xi	Expense recognized in the statement of P & L A/C	
Current Service Cost	9.43	9.31
Net Interest	11.69	10.36
Past Service Cost - (non-vested benefits)	-	-
Past Service Cost - (vested benefits)	-	-
Curtailment Effect	-	-
Settlement Effect	-	-
Unrecognized Past Service Cost- non-vested benefits	-	-
Actuarial (Gain)/Loss recognized for the period	-	-
Expense recognized in the statement of P & L A/C	21.12	19.67



		Annexure 'A'			
Period of accounting		31-Mar-23	31-Mar-22		
XII	Other Comprehensive Income (OCI)				
	Actuarial (Gain)/Loss recognized for the period	8.89	0.54		
	Asset limit effect	-	-		
	Return on Plan Assets excluding net interest	-	-		
	Unrecognized Actuarial (Gain)/Loss from previous period	-	-		
	Total Actuarial (Gain)/Loss recognized in (OCI)	8.89	0.54		
XIII	Movements in the Liability recognized in Balance Sheet				
	Opening Net Liability	181.31	188.91		
	Adjustment to opening balance	-	-		
	Expenses as above	21.12	19.87		
	Contributions paid	(21.43)	(5.81)		
	Other Comprehensive Income (OCI)	8.89	0.54		
	Closing Net Liability	188.89	181.31		
XIV	Schedule III of The Companies Act 2013				
	Current Liability	18.92	11.88		
	Non-Current Liability	172.98	169.55		
XV	Projected Service Cost 31-Mar-2024	8.84	-		
XVI	Asset Information		Target Allocation		
	Not Applicable as the plan is unfunded.				
XVII	Assumptions as at	31-Mar-23	31-Mar-22		
	Mortality	IAM (2012-14) UL	IAM (2012-14) UL		
	Interest / Discount Rate	7.20%	8.00%		
	Rate of increase in compensation	8.00%	8.00%		
	Annual increase in healthcare costs				
	Future Changes in maximum single healthcare benefits				
	Expected average remaining service	6.10	5.75		
	Retirement Age	58 Years	58 Years		
	Employee Attrition Rate	Age: 0 to 40 : 3% Age: 41 to 50 : 2% Age: 51 to 58 : 1%	Age: 0 to 40 : 3% Age: 41 to 50 : 2% Age: 51 to 58 : 1%		
XVIII	Sensitivity Analysis				
		DR: Discount Rate	ER: Salary Estimation Rate		
		PVO DR +1%	PVO DR -1%	PVO ER +1%	PVO ER -1%
	PVO	178.70	201.30	192.40	180.78
XIX	Expected Payout				
		31-Mar-23	31-Mar-22		
	1st following year	18.92	11.88		
	2nd following year	23.55	14.53		
	3rd following year	10.94	23.41		
	4th following year	20.01	14.98		
	5th following year	27.51	13.88		
	Sum of 6 to 10 years	99.80	108.91		

Year	31-03-2019	31-03-2020	31-03-2021	31-03-2022	31-03-2023
PVO at end of period	187.05	164.70	188.91	181.31	188.89
Plan Assets	-	-	-	-	-
Surplus/(Deficit)	(187.05)	(164.70)	(188.91)	(181.31)	(188.89)
Experience adjustments on plan assets	-	-	-	-	-
Weighted average remaining duration of Defined Benefit Obligation		6.07			

Note 28 - Capital management:
 The company's objectives when managing capital are to:
 > Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits
 > Maintain an optimal capital structure to reduce the cost of capital.
 The Company monitors capital on the basis of the carrying amount of debt less cash and cash equivalents as presented on the face of the financial statements. The Company's objective for capital management is to maintain an optimum overall financial structure.
 Consistent with others in the industry, the group monitors capital on the basis of the following gearing ratio:

Particulars	31.03.2023	31.03.2022
Gross Debt	32,451.98	30,458.86
Less:-		
Cash and Cash Equivalent	33.72	60.98
Other Bank Balance	16.67	20.40
Net debt (A)	32,401.59	30,377.47
Total Equity (B)	(40,253.92)	(40,389.46)
Net debt to equity ratio	(0.80)	(0.76)

Note 30 - Segment Reporting
 The company is engaged in manufacture of PVC products (PVC Laminated Sheet/Tiles, PVC Leather Cloth). Based on the information reported to the chief operating decision maker (CODM) for the purpose of resource allocation and assessment of performance, there are no reportable segments in accordance with the requirements of Indian Accounting Standard 108-'Operating Segment Reporting', notified under the Companies (Indian Accounting Standards) Rules, 2015.



Note 31 - Related Party transactions

1. NAME OF RELATED PARTIES AND RELATIONS
(A) SUBSIDIARY COMPANY
a) Euroroyal Floor Ltd.

- (B) ASSOCIATES CONCERN AND RELATIVES
a) Natroyal Industries Private Limited
b) Sugshoh Trading & Consultancy Services LLP
c) Trikamesa Trading & Consultancy Services LLP
d) Shreedaha Trading & Consultancy Services LLP
e) Shreeshaaha Trading & Consultancy Services LLP
f) Bhaktavatsala Trading & Consultancy Services LLP
g) Trikakesh Trading & Consultancy Services LLP
h) Lokwami Trading & Consultancy Services LLP
i) Sahlehu Trading & Consultancy Services LLP
j) Royal Spinwell & Developers Pvt.Ltd
k) Vinod K Shah
l) Mukesh Motasha.

- (C) KEY MANAGERIAL PERSONNEL
a) Mahesh K Shah (Chairman & Managing Director)
b) Jayesh Motasha (Non Executive Director)
c) Deepthi Parekh (Company Secretary)
d) Vivek D Motasha (CFO)
(D) BOARD OF DIRECTORS
a) Mahesh K Shah (Chairman & Managing Director)
b) Jayesh Motasha (Non Executive Director)
c) Harsha Shah
d) Avani Parulkar

2. RELATED PARTY TRANSACTIONS

(Amount in lacs)

Nature of Transaction	2022-23			2021-22		
	Subsidiary	Associates	Key Management	Subsidiary	Associates	Key Management
Purchases of goods & Services Natroyal Industries Private Limited		203.36			2,053.39	
Sales of goods, Services etc. Natroyal Industries Private Limited		102.28			4,490.03	
Repayment of Loan Natroyal Industries Private Limited (ref Note no.14.1(C))		220.11			227.78	
Mukesh Motasha			4.10			
Jayesh A Motasha						10.73
Remuneration						-
Mahesh K Shah			9.28			9.29
Nivedita Arun Juvetkar			-			0.02
Deepthi Parekh			6.66			5.14
Vivek D Motasha			11.04			6.05
Loan Received						
Mahesh K Shah			106.75			461.85
Jayesh A Motasha			436.81			
Royal Spinwell & Developers Pvt.Ltd		2,572.71				
Loan Payable						
Natroyal Industries Private Limited		1,656.56			2,095.77	
Shreedaha Trading & Consultancy LLP		4.00			4.00	
Trikakesh Trading & Consultancy LLP		287.13			267.13	
Shreeshaaha Trading & Consultancy LLP		535.14			535.14	
Vishwamurthy Trading & Consultancy LLP		35.76			35.76	
Lokwami Trading & Consultancy LLP		95.77			95.77	
Bhaktavatsala Trading & Consultancy LLP		192.05			192.05	
Sahlehu Trading & Consultancy LLP		15.15			15.15	
Sugshoh Trading & Consultancy LLP		13.70			13.70	
Trikamesa Trading & Consultancy LLP		274.55			274.55	
Sumukh Trading & Consultancy LLP		243.19			243.19	
Royal Spinwell & Developers Pvt.Ltd		2,572.71				
Jayesh A Motasha			498.72			31.91
Mahesh K Shah			1,101.39			594.04
Vinod K Shah			427.61			427.61
Mukesh Motasha			2.70			5.80
Trade Payable						
Natroyal Industries Private Limited (ref Note no. 46)		1,290.96			2,511.08	
Trade Receivable *						
Euroroyal Floor Limited	2,333.76			2,333.76		

* In respect of above parties, there is no provision for doubtful debts as on 31st Mar.2023, except ₹ 2333.76 lacs provided in respect of due by the Subsidiary Company in earlier year. The High Court of Justice of U.K. made a winding-up order dated 11th June, 2001 against Euroroyal Floor Ltd and the official receiver has been appointed to liquidate the assets of ERF. Thereafter order dated 12/03/2002 was passed and Euroroyal Floor Ltd is dissolved. Further full provision has been made towards receivable of ₹ 2333.76 lacs from Euroroyal Floor Ltd in earlier years.



Note 32 - Contingent Liabilities

(Amount in Lacs)

Particulars	As at	As at
	31.03.2023	31.03.2022
Claims against the Company not acknowledged as debts	4,585.54	4,585.54
Liabilities disputed - appeals filed with respect to CBGATE, Mumbai	-	21.08
Excise duty on account of valuation / Central Credit / service tax	1.23	12.97
Custom duty Liabilities disputed - CBETA appeals filed with respect to Tribunal Mumbai/Vadodra	9.30	9.30
Income tax on account of disallowances / additions	45.62	45.62
Penalty imposed by PERA & disputed by Company	100.00	100.00

Note 33 - Earnings per Share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Particulars	2022-23	2021-22
a. Net Profit/(Loss) after Tax available for equity shareholders (₹)	10.44	4,713.41
b. Number of Equity Shares of ₹ 10/- each outstanding during the year (Nos. of Sh)	1,20,87,212	1,20,87,212
c. Basic/Diluted Earnings Per Share (₹)	0.16	39.05

Note 34 - Below is the table showing fair value of Investment Property

Investment Property	31.03.2023	31.03.2022
i		
Amounts recognised in profit or loss for investment properties Rental income	3.79	13.23
Direct operating expenses from property that generated rental income		
Depreciation	(1.86)	(1.86)
Profit from investment Property	1.93	11.37
ii		
Fair value	385.72	385.72
Estimation of fair value: Method of Estimation		
We have used the prevailing market rate for the purposes of arriving at the fair		

Note 35 The Company is a partner in M/s. Creative Investment, the details of the partners, their share in profit / loss and total capital of the partners of the firm as on 31.03.2023 are as under:

Sr.	a) Name of Partners	Share
i	Shri Jay Sheti	46.25%
ii	Shri Vivek Molaste	48.20%
iii	M/s. Royal Cushion Vinyl Products Ltd.	7.80%
		100.00%

b) The total Capital of the Partners is ₹ 23.40 lacs (net)

c) The above details about investment and names of partners are based on the information, certified by a partner.

Note 36 - Leases

a) The following is the movement in lease liabilities

(Amount in Lacs)

Lease commitments as at 31 March 2020	138.02
Addition during the period	-
Finance cost accrued during the period	12.31
Adjustments on account of modification (extension/termination/initial changes)	6.24
Payment of lease liabilities	(49.40)
Lease commitments as at 31 March 2021	106.17
Addition during the period	-
Finance cost accrued during the period	8.83
Adjustments on account of modification (extension/termination/initial changes)	-
Payment of lease liabilities	(48.74)
Lease commitments as at 31 March 2022	67.47
Addition during the period	139.27
Finance cost accrued during the period	6.02
Adjustments on account of modification (extension/termination/initial changes)	12.78
Payment of lease liabilities	(48.24)
Lease commitments as at 31 March 2023	177.27

b) Maturity Analysis of Lease Liabilities

	31st March, 2023	31st March, 2022	31st March, 2021
Maturity Analysis - Contractual undiscounted Cash Flows			
Less than one year	110.25	46.74	46.74
One to five years	106.90	27.00	73.74
More than five years	-	-	-
Total Undiscounted Lease Liabilities	216.75	73.74	120.48
Discounting element	(59.48)	(6.27)	(15.10)
Total Discounted Liabilities	177.27	67.47	105.38

Lease Liabilities included in the Statement of Financial

	31st March, 2023	31st March, 2022	31st March, 2021
Non Current	142.87	25.59	67.47
Current	34.40	41.88	37.91
Total	177.27	67.47	105.38



c) Amount Recognized in the Statement of Profit & Loss

	31st March, 2023	31st March, 2022	31st March, 2021
Interest on Lease Liabilities	6.02	8.43	12.51
Expenses relating to short-term leases of low-value assets, excluding short-term leases of low-value assets	87.59	4.87	2.13
Depreciation on Lease Asset	38.72	37.56	39.13

d) Consequently, for all leases (other than short-term leases and leases of low-value assets), a right-of-use asset was

Note 37

Disclosure pursuant to Section 22 of "The Micro, Small & Medium Enterprises Development Act, 2006" is as follows:
The Company has identified Micro and Small enterprises to whom the Company owes the dues which are outstanding as at the year end:

Particulars	2022-23	2021-22
(i) Principal amount remaining unpaid at the end of the year	183.48	588.70
(ii) Interest accrued at the end of the year	-	-
(iii) Interest remaining unpaid, out of above, as at the end of the year	-	-
(iv) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 22 of the Act.	-	-

Note: This information has been determined to the extent such parties have been identified on the basis of information.

Note 38

The Company has suffered substantial losses and due to this, the entire net worth has been eroded. However, operations are continued and the accounts of the Company have been prepared on the basis that the Company is a going concern. The Promoters are bringing funds required for working capital in order to have smooth operations.

Note 39

The Board of Directors of the Company in its Board Meeting held on 04th January, 2022, has considered and approved draft Scheme of Arrangement ("Scheme") in the nature of merger / amalgamation of, Royal Spinwell and Developers Private Limited, a group company with the Company (Royal Cushion Vinyl Products Limited), with effect from the Agreed Date of October 1, 2021 under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Company received the NOD letter from BSE Ltd as required under Regulation 37 of SEBI, LODR and company is in the process of filing the application in NCLT. The coming into effect of the Scheme is subject to receipt of necessary statutory, regulatory and contractual approvals, permissions, consents, sanctions, exemption as may be required under applicable laws, regulations or guidelines in relation to the Scheme. Pending the coming into effect of the Scheme, these financial statements are prepared without giving effect to the provisions of the Scheme and as such, these financial statements are subject to revision / modification upon coming into effect of the Scheme.

Note 40

Exceptional items in the Statement of Profit and Loss account for FY 21-22 represent written back of outstanding due of Rs. 6261.23 lacs payable to Natroyal Industries Private Limited (NIPL). NIPL, one of the group companies being a related party, had supported the Company through various means in its efforts to revive the Company from the sick company status during the time Company's reference for revival was pending before the arbitral Board for Industrial and Financial Reconstruction (BIFR). As such, there was an aggregate amount of (INR 6261.23 lacs) payable to NIPL consisting of INR 3390.23 lacs as advance deposit received under a manufacturing support and supply agreement and INR 2870.94 lacs as trade payables towards purchases of goods, pertaining to the period prior to the filing of fully fledged draft rehabilitation scheme (DRS) with BIFR in the year 2013. (DRS Cut-off Date). Since then, the said amount payable to NIPL has remained outstanding, and the Company has been endeavouring to keep the ledger account of NIPL regular in respect of transactions undertaken post the DRS Cut-off Date, though as on date, there has been a substantial outstanding amount for the same as well. NIPL has already written off the said amount of INR 6261.23 lacs recoverable from the Company in its books of account and currently, NIPL has not been pursuing any active recovery efforts or measures knowing the state of affairs of the Company. At the same time, the Company has been contemplating and initiating various efforts including monetisation of surplus assets, to strengthen its financial position and operations, however various adverse circumstances including the onset of Covid-19 pandemic and prevalent weak domestic and global environment due to multitude of factors, are causing several limitations to the effective revival measures. Therefore, the management doesn't foresee that the Company will be in position to pay this outstanding amount of INR 62.61 Crores payable to NIPL pertaining to the period prior to the DRS Cut-off Date and has accordingly, decided to write-back the said payable amount.

Note 41

Key Financial Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	variation for >25%	Reason for variation for >25%
Current ratio	Current Assets	Current Liabilities	0.39	0.34	14.06%	
Debt equity ratio	Total Debt	Shareholder's equity	-1.07	-1.09	-1.99%	
Debt Service Coverage ratio	Earning available for debt service	Debt service	-2.00	-2.13	-6.91%	
Return on Equity Ratio	Net Profit after Taxes but before exceptional items	Average Shareholder's equity	-0.05	-0.04	23.62%	
Inventory turnover ratio	Revenue from operations	Average Inventory	6.49	5.29	3.23%	
Trade receivable turnover ratio	Revenue from operations	Average Trade receivables	20.71	22.05	-6.09%	
Trade payable ratio	Net Purchases	Average Trade Payable	0.92	0.88	4.62%	
Net Capital Turnover ratio	Revenue from operations	Working Capital	-1.50	-1.22	23.14%	
Net profit ratio	Net Profit after Taxes but before exceptional items	Revenue from operations	0.37%	-22.63%	-101.63%	Due to profit on sale of Fixed assets
Return on Capital employed	Earning before Interest and taxes and exceptional items	Capital employed	16.76%	-38.37%	-137.60%	Due to profit on sale of Fixed assets
Return on Investment	Interest Income	Term deposit and investment	1.18%	3.97%	-89.52%	Reduction in Interest Income

Note 42

Income Tax Expenses
Due to substantial brought forward losses, there would not be taxable income in the near future. The deferred tax assets is recognised only to the extent of deferred

Note 43

Bonded Debtors & Creditors (including foreign suppliers) are subject to confirmation.

Note 44

The Directors / employees of the Company have acquired motor cars in their names from and out of the loans obtained by them from the banks, pursuant to an arrangement between the Directors / employees for use of the Company. Accordingly, the Company has accounted the said cars & the said loans in the name of the Directors / employees, as the assets & the liabilities of the Company, including the transactions in respect of repayment and payment of interest and principal etc.

Note 45 - CIF Value of Import

	2022-23 Amount in lacs	2021-22 Amount in lacs
Raw Materials	448.42	496.97
Stores & Spares	-	20.96
	448.42	517.91

Note 46 - Expenditure in foreign currency (on accrual basis)

	2022-23 Amount in lacs	2021-22 Amount in lacs
Stores & Spares	-	18.66



Note 47 - Other regulatory Information

- a. The Company do not have any Benami property and no proceedings have been initiated or pending against the Company and its Indian subsidiaries for holding any Benami property, under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.
- b. The Company do not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- c. The Company does not have any charge which is yet to be registered / satisfied with ROC beyond the statutory period.
- d. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- e. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- f. The Company has not undertaken any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- g. The Company has not traded or invested in Crypto currency or Virtual Currency during the current or previous year.
- h. The Company has not been declared as a "Willful Defaulter" by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- i. The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

Note 48 The figures of previous year have been regrouped / reclassified / recast wherever necessary to compare with the current year's figures. Figures in brackets in the schedules and Notes pertain to previous year.

As per our report of even date

For and on behalf of Board of Directors

For BIPIN & CO.
Chartered Accountants
Firm Reg. No. 101509W

Amit Shah
AMIT SHAH
(Partner)
Membership No. 126337

Place : VADODARA
Date : 29/05/2023



Mahesh K. Shah
MAHESH K. SHAH
Chairman & Managing Director
00054351

Deepti Parekh
DEEPTI PAREKH
Company Secretary
ACS60978

Place : MUMBAI.
Date : 29/05/2023

Jayesh A Motasha
JAYESH A MOTASHA
Director
00054236

Vivek Motasha
VIVEK MOTASHA
Chief Financial officer



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
Email:- legalho83@gmail.com

November 10, 2023

To,
BSE Ltd.
Corporate Relation Department
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejebhoy Towers,
Mumbai 400 001

Dear Sir,

Scrip Code No. 526 193

Sub: Outcome of the Board Meeting

Further to our letter dated 01st November, 2023, we wish to inform you that the Board of Directors of the Company at its meeting held today has inter alia Approved the Unaudited Standalone Financial Results for the quarter and half year ended September 30, 2023 along with Limited Review Report as required under regulation 33 of the SEBI(LODR), Regulations, 2015.

We enclose herewith a copy of the Unaudited Financial Results alongwith Limited Review Report duly taken on record by the Board for your information & record please. We will publish the results in the Newspapers.

You are requested to take the same on your records.

Time of Commencement of Board Meeting: - 3.00 P.M.

Time of Conclusion of Board Meeting: - 04.00 P.M.

Thanking you,

Yours faithfully,
For Royal Cushion Vinyl Products Limited

M. Shah
Mahesh Shah
Managing Director
00054351



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



ROYAL CUSHION VINYL PRODUCTS LIMITED						
Regd. Office : 60 CD Shikr Govt. Ind. Estate, Charkop, Kandivall (West), Mumbai-400 067.						
CIN:L24110MH1983PLC091395; Web:www.rcvp.in; Email:legalho3@gmail.com						
STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30th SEPTEMBER, 2023						
						(Amount in lakh Rs.)
Particulars	Quarter ended			Half Year ended		Year ended
	30.09.2023 (Unaudited)	30.06.2023 (Unaudited)	30.09.2022 (Unaudited)	30.09.2023 (Unaudited)	30.09.2022 (Unaudited)	31.03.2023 (Audited)
I Revenue from operations	1,224.70	909.74	1,376.87	2,134.44	2,969.74	5,309.25
II Other Incomes	1,086.24	2.58	1,667.63	1,089.82	1,667.63	1,805.90
III Total Income (I+II)	2,310.94	912.32	3,044.50	3,224.26	4,637.37	7,075.14
IV Expenses:						
Cost of materials consumed	861.25	674.66	1,072.47	1,535.92	2,674.29	4,164.68
Changes in inventories of finished goods, stock in trade and work in progress	3.00	109.20	127.38	112.20	90.73	335.71
Employee benefits expense	138.35	130.14	133.93	268.49	288.62	544.10
Finance costs	69.38	67.16	143.48	186.54	236.48	374.92
Depreciation and amortization expense	35.32	35.29	25.87	70.61	51.69	128.56
Other expenses	351.57	274.07	432.68	625.64	746.62	1,307.79
Total expenses (IV)	1,458.86	1,290.53	1,985.81	2,749.39	4,043.42	7,055.71
V Profit/(loss) before exceptional items and tax (I-IV)	852.08	(377.21)	1,108.69	474.87	593.95	19.44
VI Exceptional Items	22,860.45	-	-	22,860.45	-	-
VII Profit/(loss) before tax	23,712.52	(377.21)	1,108.69	23,335.31	593.95	19.44
VIII Tax Expense	-	-	-	-	-	-
IX Loss for the period	23,712.52	(377.21)	1,108.69	23,335.31	593.95	19.44
X Other Comprehensive Income						
A (i) Items that will not be reclassified to profit or loss	(2.22)	(2.22)	(0.13)	(4.45)	(0.27)	(8.89)
B (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
XI Total Comprehensive income for the period (IX+X) (Comprising Profit)	23,710.30	(379.44)	1,108.56	23,330.86	593.69	10.55
XII Earnings per equity share (for continuing operations):						
(1) Basic	196.50	(3.13)	9.19	193.38	4.91	0.16
(2) Diluted	196.50	(3.13)	9.19	193.38	4.91	0.16
Paid up Equity share Capital (Face value of Rs. 10/- each)	1,206.72	1,206.72	1,206.72	1,206.72	1,206.72	1,206.72

Notes -

- The above audited financial results have been reviewed by the Audit Committee and approved by the Board of Directors of the Company in their respective meeting held on 10.11.2023
- The above result have been prepared in accordance with the Companies Indian Accounting Standard Rules, 2015 (Ind AS) and accordingly this financial results have been prepared in accordance with recognition and measurement principles laid down in Ind AS 34 Interim Financial Reporting prescribed under Section -133 of Companies Act 2013 read with relevant rules issued thereunder.
- Exceptional item represents written back of outstanding dues of Finquest Financial Solutions Private Limited ("FFSPL"), FFSPL had taken over the loans from SICOM & Saraswat Co-op bank. Pursuant to time to time deliberations and negotiations with FFSPL, the Company has finally negotiated with FFSPL to make a full and final payment of INR 8.80 Crores ("Settlement Amount") towards settlement of all outstanding dues and accordingly, completed the full payment of the entire Settlement Amount during July 2023. Pursuant thereto, the Company has received the No Dues Certificate dated July 14, 2023 from FFSPL confirming no outstanding dues in the loan accounts of the Company with FFSPL. Accordingly, the said loan accounts stand settled in the books of the Company and outstanding balance amount lying in books, which is not payable has been written back in this quarter in accordance with IND-AS.
- Under the Duty Exemption Scheme of Advance License (as well as similar other license scheme) pursuant to Import & Export Policy of Government of India, duty free imports of raw materials were permitted, and they are required to be used in manufacturing of goods for export and export of goods has to be effected within the time allowed in terms of such scheme. In the past, the Company had availed benefits of such licenses from time to time and it had also fulfilled its export obligations as per the condition of such scheme in most of the licenses, but could not fulfill the conditions of exports in respect of certain licenses within the permitted time due to circumstances beyond the control of the Company. However, the said matter relates back to the period of more than 25 years old and as such, the management of the company is evaluating its specific obligations which may still subsists, if any, for the same and pending such comprehensive evaluation, the provision amount has been made in earlier year/s, retained as per disclosure in the previous year financials. In order to fairly reflect the true liability, the management intends to thoroughly evaluating subsisting export obligations, if any, including communication with respective Government Departments and verifying records, if available and on the basis such evaluation and communication with respective Government Departments, appropriate effects in the books of accounts will be given financials of in the ensuing quarter/year.
- The Board of the Directors of the Company in its Board Meeting held on 04th January, 2023, has considered and approved draft Scheme of Arrangement ("Scheme") in the nature of merger / amalgamation of, Royal Spinwell and Developers Private Limited, a group company with the Company (Royal Cushion Vinyl Products Limited), with effect from the Appointed Date of October 1, 2021 under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Company received the NOC letter from BSE Ltd as required under Regulation 37 of SEBI, LODR and company had filled the application in NCLT in Oct 2023. The coming into effect of the Scheme is subject to receipt of necessary statutory, regulatory and contractual approvals, permissions, consents, sanctions, exemption as may be required under applicable laws, regulations or guidelines in relation to the Scheme. Pending the coming into effect of the Scheme, these financial statements are prepared without giving effect to the provisions of the Scheme and as such, these financial statements are subject to revision / modification upon coming into effect of the Scheme.
- The Company is in the process of preferential issue of i) 66,21,250 equity shares of the Company having face value of INR 10/- each, to members of the Promoters and Promoter Group at an issue price of INR 40/- per equity share including premium of INR 30/- per equity share. Such preferential issue would be against the conversion of their outstanding balance of unsecured loans given by promoter and promoter group to the Company and, ii) 1,86,50,000 equity shares of the Company having face value of INR 10/- each at par, to private investors (non-Promoters) on preferential basis. Further these shareholders will have voting rights as per with existing shareholders, the above proposals of preferential issue of equity shares was approved by the Board of Directors of the Company in their board meeting held on September 25, 2023 and subsequently, by members of the Company in their Extra Ordinary General Meeting held on October 25, 2023. Recently, the Company received the In-principle approval for the company's proposal of preferential issue from BSE Limited vide their letter dated November 7, 2023.
- The company has one business segment i.e. PVC Flooring/Leathercloth
- The previous year's figures are regrouped wherever necessary.

Place: - Mumbai
Date - 10.11.2023



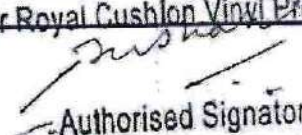
For Royal Cushion Vinyl Products Limited

Mohali
Mahesh Shah
Managing Director



ROYAL CUSHION VINYL PRODUCTS LIMITED		
Regd. Office : 60 CD Shlok Govt. Ind. Estate, Charkop, Kandivali (West), Mumbai-400 067		
Cin:L24110MH1983PLC031395; Website: www.rcvp.in; Email: legalho83@gmail.com		
STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS AT 30th SEPTEMBER 2023		
(Amount in lakh Rs.)		
Particulars	As at 30.09.2023 (Unaudited)	As at 31.03.2023 (Audited)
ASSETS		
(1) Non-current Assets		
(a) Property Plant and Equipment	849.89	1,086.18
(b) Capital Work-In-Progress	-	-
(c) Investment Property	195.24	21.37
(d) Right to Use Assets	106.92	159.28
(e) Financial Assets		
(i) Investments	(13.58)	(6.43)
(ii) Other Financials Assets	95.28	95.28
Total Non Current assets	1,233.74	1,355.69
(2) Current Assets		
(a) Inventories	499.29	578.38
(b) Financial Assets		
(i) Trade Receivables	247.40	153.58
(ii) Cash and Cash Equivalents	113.89	33.72
(iii) Bank Balance other than Cash and Cash Equivalents	15.57	15.57
(iv) Loans	4.43	4.37
(c) Other Current Assets	684.48	691.50
(d) Current Tax Assets	47.29	36.12
Total Current Assets	1,612.34	1,513.24
TOTAL ASSETS	2,846.08	2,868.92
EQUITY AND LIABILITIES		
Equity		
(a) Equity Share Capital	1,206.72	1,206.72
(b) Other Equity	(18,234.77)	(41,565.64)
TOTAL EQUITY	(17,028.05)	(40,358.92)
Liabilities		
(1) Non-current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	9,293.73	32,209.91
(ii) Lease Liabilities	142.87	142.87
(b) Provisions	5,894.68	5,880.78
Total Non current liabilities	15,331.29	38,233.56
(2) Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	245.77	245.77
(ii) Lease Liabilities	(24.87)	34.40
(iii) Trade Payables		
- Due to Micro, Small and Medium Enterprises	183.48	183.48
- Others	3,649.07	3,655.44
(b) Other current liabilities	464.15	849.95
(c) Provisions	25.26	25.26
Total Current liabilities	4,542.85	4,994.28
TOTAL LIABILITIES	19,874.14	43,227.84
TOTAL EQUITY AND LIABILITIES	2,846.08	2,868.92

For Royal Cushion Vinyl Products Ltd.



 Authorised Signatory / Director


ROYAL CUSHION VINYL PRODUCTS LIMITED		
Regd. Office : 60 CD Shlok Govt. Ind. Estate, Charkop, Kandivali (West), Mumbai-400 067		
Cin: L24110/MH1983PLC031396; Website: www.rcvp.in; Email: legalho83@gmail.com		
UNAUDITED STANDALONE CASH FLOW STATEMENT FOR THE PERIOD ENDED SEPTEMBER 30, 2023		
	(Amount in lakh Rs.)	
Particulars	For the Period ended 30.09.2023 (Unaudited)	For the year ended 31.03.2023 (Audited)
A Cash flow from Operating activities		
Net Profit / (Loss) before tax	23,335.31	19.44
<u>Adjustments for :</u>		
Depreciation	70.61	128.56
Finance cost	136.54	374.92
Remeasurements of the defined benefit plans	(4.45)	(8.89)
Interest received	3.58	1.23
(-) Profit/Loss on Sale of fixed assets	(1,065.21)	(1,858.41)
Lease Rent	(3.79)	(3.79)
Share of (Profit) loss from Partnership firm	-	(1.88)
Unclaimed Liabilities / Balance Written Back	(22,860.45)	
Operating profit before working capital changes	(387.86)	(1,348.83)
Movements in working capital:		
(Increase)/Decrease in inventories	79.09	357.36
(Increase)/Decrease in trade & other receivables	(93.82)	191.14
(Increase)/Decrease in loans & advances	(4.21)	(29.46)
Increase/(Decrease) in trade payables	(6.37)	(2,267.61)
Increase/(Decrease) unclaimed Liabilities / Balance Written Back	-	-
Increase/(Decrease) in other current liabilities	(385.80)	(459.22)
Increase/(Decrease) in provisions	13.91	13.09
Cash generated from operation	(785.05)	(3,543.52)
Income Tax paid	-	-
Net Cash from operating activities (A)	(785.05)	(3,543.52)
B Cash flow from Investing activities		
Purchase of fixed assets	(28.55)	(148.61)
Sale of fixed assets	1,137.95	1,887.51
Sale/Revaluation of Investments	7.15	24.17
Interest received	(3.58)	(1.23)
Lease rent received	3.79	3.79
Share of loss from Partnership firm	-	1.88
Net Cash Used for Investing Activities (B)	1,116.77	1,767.51
C) Cash flow from financing activities		
Borrowing	(115.00)	2,098.84
Lease rental paid	(11.20)	(11.20)
(Increase)/decrease in Fixed deposit	-	4.83
Interest paid	(125.34)	(363.72)
Net Cash Used from Financing Activities (C)	(251.54)	1,728.75
Net Increase in cash and cash collection (A+B+C)	80.17	(47.26)
Cash & Cash Equivalents at the beginning of the year	33.72	80.98
Cash & Cash Equivalents at the end of the year	113.89	33.72
Cash and Cash Equivalents shall comprise of:-		
Particulars		
a. Balances with banks	108.52	33.10
b. Cash on hand	5.38	0.62
Total	113.89	33.72



For Royal Cushion Vinyl Products Limited

M. Shah

Authorised Signatory / Director



BIPIN & Co.
CHARTERED ACCOUNTANTS



CA. TEJAS PUROHIT F.C.A., DISA, M. Com. 98257 58599
CA. DHARIT K. SHAH F.C.A., LL.B., B. Com. 94273 41134
CA. AMIT D. SHAH F.C.A., D.T.P., B. Com. 94263 13900
CA. SURESH SISODIA F.C.A., A.C.S., LL.B. 98251 56037
CA. MOHIT ARORA A.C.A. 88796 29379

Limited Review Report on unaudited standalone financial results of ROYAL CUSHION VINYL PRODUCTS LIMITED for the quarter ended 30 September 2023 pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Board of Directors Of
ROYAL CUSHION VINYL PRODUCTS LIMITED.

1. We have reviewed the accompanying Statement of unaudited standalone financial results of ROYAL CUSHION VINYL PRODUCTS LIMITED for the quarter ended 30 September 2023 ("the Statement"), being submitted pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
2. This Statement, which is the responsibility of the management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and is substantially less than the audit conducted in accordance with the standards on Auditing Specified under section 143(10) of the Act, and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Indian Accounting Standards i.e. Ind AS 34 as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under or by the Institute of Chartered Accountants of India and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Our report is not modified in respect of this matter.



Head Office : 302 / 301, Centre Point, R. C. Dutt Road, Alkapuri, Vadodara-390007. Ph. 9265-2338065, 23294777
E-mail : bipin.smdt@gmail.com / bipin.co@gmail.com / amit_d_shah@rediffmail.com



BIPIN & Co.

CHARTERED ACCOUNTANTS



CA. TEJAS PUROHIT F.C.A., DISA, M. Com. 98257 68899
CA. DHARIT K. SHAH F.C.A., LL.B., B. Com. 94273 41134
CA. AMIT D. SHAH F.C.A., D.T.P., B. Com. 94263 13900
CA. SURESH SISODIA F.C.A., A.C.S., LL.B. 98251 56037
CA. MOHIT ARORA A.C.A. 88700 29379

We draw attention:

1. Exceptional item represents written back of outstanding dues of Finquest Financial Solutions Private Limited ("FFSPL") , FFSPL had taken over the loans from SICOM & Saraswat Co-op bank. Pursuant to time to time deliberations and negotiations with FFSPL., the Company has finally negotiated with FFSPL to make a full and final payment of INR 8.60 Crores ("Settlement Amount") towards settlement of all outstanding dues and accordingly, completed the full payment of the entire Settlement Amount during July 2023. Pursuant thereto, the Company has received the No Dues Certificate dated July 14, 2023 from FFSPL confirming no outstanding dues in the loan accounts of the Company with FFSPL. Accordingly, the said loan accounts stand settled in the books of the Company and the outstanding balance amount lying in books, which is not payable has been written back in this quarter in accordance with IND-AS.

(Refer note no 3 in statement of financial results).

2. The Company is in the process of preferential issue of i) 66,21,250 equity shares of the Company having face value of INR 10/- each, to members of the Promoters and Promoter Group at an issue price of INR 40/- per equity share including premium of INR 30/- per share. Such preferential issue would be against for the conversion of outstanding balance of unsecured loans given by promoter and promoter group to the Company and,

ii) 1,86,50,000 equity shares of the Company having face value of INR 10/- each at par, to private investors (non- Promoters) on preferential basis , further these shareholders will have voting rights as per with existing shareholders, the above proposals of preferential issue of equity shares was approved by the Board of Directors of the Company in their board meeting held on September 25, 2023 and subsequently, by members of the Company in their Extra Ordinary General Meeting held on October 25, 2023. Recently, the Company received the In-principle approval for the company's proposal of preferential issue from BSE Limited vide their letter dated November 7, 2023.

(Refer note no 6 in statement of financial results)

For, BIPIN & CO.
Chartered Accountants
FRN: 101509 W

CA Amit Shah (Partner)
M. No.: 126337
Place: Vadodara
Date: 10/11/2023
UDIN: 23126337BGSPLT7870



Royal Spinwell and Developers Private Limited (Formerly known as Royal Spinwell Private Limited)

CIN: U17120MH1991PTC062262

"Shlok" 60 – CD, Govt. Industrial Estate,
Charkop, Kandivali (W), Mumbai – 400 067
Tel : + 91 22 28603514, 16

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON JANUARY 04, 2022 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT ON EACH CLASS OF EQUITY SHAREHOLDERS (PROMOTER AND NON-PROMOTER SHAREHOLDERS) AND KEY MANAGERIAL PERSONNEL, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO

1. Background:

- 1.1. The Board of Directors of Royal Spinwell and Developers Private Limited ("**Board**") at its meeting held on January 04, 2022 have approved the proposed Scheme of Arrangement in the nature of merger / amalgamation of Royal Spinwell and Developers Private Limited ("**Transferor Company**") with Royal Cushion Vinyl Products Limited ("**Transferee Company**") and their respective shareholders and creditors ("**Scheme**") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**").
- 1.2. In terms of provisions of Section 232(2)(c) of the Act, the Board is required to adopt a report explaining the effect of the Scheme on each class of shareholders (promoters and non-promoter shareholders) and key managerial personnel ("**KMPs**") of the Transferor Company laying out in particular the share exchange ratio and special valuation difficulties, if any, and the same is required to be circulated as part of the notice for convening the meeting of the equity shareholders and creditors of the Transferor Company and/or the Transferee Company, if any and as applicable, to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The draft of the following documents were, inter alia, placed before the Board:
 - a. Scheme of Arrangement;
 - b. Valuation Report dated December 31, 2021 issued by CA Mayur Popat, an independent registered valuer (Registration No. IBBI / RV / 006 / 2019 / 11173) ("**Registered Valuer**") appointed for recommending the fair share exchange ratio for the purpose of this Scheme.
 - c. Fairness Opinion Report dated January 4, 2022 issued by Khambatta Securities Limited, SEBI Registered Category-I Merchant Banker (Registration No. INM000011914) providing fairness opinion ("**Fairness Opinion**") on the share exchange ratio recommended in the Valuation Report issued by Registered Valuer.



Royal Spinwell and Developers Private Limited (Formerly known as Royal Spinwell Private Limited)

CIN: U17120MH1991PTC062262

"Shlok" 60 – CD, Govt. Industrial Estate,
Charkop, Kandivali (W), Mumbai – 400 067

Tel: + 91 22 28603514, 16

2. Fair Share Exchange Ratio and Consideration pursuant to the Scheme

- 2.1. In the terms of the Scheme, it is proposed to amalgamate the Transferor Company with the Transferee Company. Pursuant to the proposed Scheme, the Transferee Company shall issue and allot its equity shares and Non-convertible Redeemable Preference Shares ("NCRPS") on proportionate basis to the shareholders of the Transferor Company as on Effective date, in the following manner:

"7,807 equity shares of face value of Rs. 10/- each of the Transferee Company and 16,117 NCRPS of face value of Rs. 10/- each of the Transferee Company, for every 19 fully paid-up equity shares of face value of Rs. 10/- each of the Transferor Company."

- 2.2. The Registered Valuer, Mr. Mayur Popat has opined that the above mentioned consideration for the proposed Scheme, is fair.
- 2.3. No Special valuation difficulties were reported.

3. Effect of the Scheme on interested stakeholders

The effect of scheme on various stakeholders viz. on Equity Shareholders (promoter and non-promoter members), Directors, KMPs, Employees, Creditors, Depositors, Debenture Holders and Debenture Trustees is summarized below:

3.1. Equity Shareholders (promoter and non-promoter members):

Pursuant to the Scheme, entire equity share capital of the Transferor Company shall stand cancelled and in lieu thereof, the equity shares and NCRPS of the Transferee Company are proposed to be issued to the shareholders of the Transferor Company on the basis of fair share exchange ratio, as mentioned above. The Scheme is expected to be beneficial to the Companies and its shareholders and all other stakeholders in large and is not detrimental to any of the shareholders of the Companies.

3.2. Directors and KMPs:

Pursuant to the Scheme, the Transferor Company shall be dissolved without winding up and therefore current Directors of the Transferor Company shall cease to hold their positions as directors of the Transferor Company. There are no KMPs in the Transferor Company.

3.3. Employees:

Upon the effectiveness of this Scheme and with effect from the Effective Date, the Transferee Company undertakes to engage, without any interruption in service, the employees of the Transferor



Royal Spinwell and Developers Private Limited (Formerly known as Royal Spinwell Private Limited)

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Company, if any, on terms and conditions no less favourable than those on which they are engaged by the Transferor Company.

3.4. Creditors:

On the Scheme becoming effective, the creditors of the Transferor Company will become creditors of the Transferee Company and there will be no reduction in the claims of the creditors of the Transferor Company on account of the Scheme and will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

3.5. Depositors, Debenture Holders and Debenture Trustee

The Transferor Company have not taken any term deposits from depositors, therefore, no deposit trustees have been appointed. Neither there are any debenture holders nor there are any debenture trustees of the Transferor Company.

For, Royal Spinwell and Developers Private Limited



Jayesh Motasha

Director

DIN: 00054236

Place: Mumbai

Date: January 04, 2022



Royal Cushion Vinyl Products Limited

Cin no: L24110MH1983PLC031395

"Shlok" 60 – CD, Govt. Industrial Estate,
Charkop, Kandivali (W), Mumbai – 400067

Email: -legalho83@gmail.com

Tel: + 91 22 28603514, 16

Email: legalho83@gmail.com

Website: www.rcvp.in

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ROYAL CUSHION VINYL PRODUCTS LIMITED AT ITS MEETING HELD ON JANUARY 04, 2022 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT ON EACH CLASS OF EQUITY SHAREHOLDERS (PROMOTER AND NON-PROMOTER SHAREHOLDERS) AND KEY MANAGERIAL PERSONNEL, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO**1. Background:**

- 1.1. The Board of Directors of Royal Cushion Vinyl Products Limited ("**Board**") at its meeting held on January 04, 2022 have approved the proposed Scheme of Arrangement in the nature of merger / amalgamation of Royal Spinwell and Developers Private Limited ("**Transferor Company**") with Royal Cushion Vinyl Products Limited ("**Transferee Company**") and their respective shareholders and creditors ("**Scheme**") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**").
- 1.2. In terms of provisions of Section 232(2)(c) of the Act, the Board is required to adopt a report explaining the effect of the Scheme on each class of shareholders (promoters and non-promoter shareholders) and key managerial personnel ("**KMPs**") of the Transferor Company laying out in particular the share exchange ratio and special valuation difficulties, if any, and the same is required to be circulated as part of the notice for convening the meeting of the equity shareholders and creditors of the Transferor Company and/or the Transferee Company, if any and as applicable, to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The draft of the following documents were, inter alia, placed before the Board:
 - a. Scheme of Arrangement;
 - b. Valuation Report dated December 31, 2021 issued by CA Mayur Popat, an independent registered valuer (Registration No. IBBI / RV / 006 / 2019 / 11173) ("**Registered Valuer**") appointed for recommending the fair share exchange ratio for the purpose of this Scheme;
 - c. Fairness Opinion Report dated January 4, 2022 issued by Khambatta Securities Limited SEBI Registered Category-I Merchant Banker (Registration No. INM000011914) providing fairness opinion ("**Fairness Opinion**") on the share exchange ratio recommended in the Valuation Report issued by Registered Valuer;
 - d. Certificate to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013 from the Statutory Auditors of the Transferee Company i.e. M/s. Bipin & Co., Chartered Accountants (ICAI Firm's Registration No. 101509W); and



bee

Royal Cushion Vinyl Products Limited
 Cin no: L24110MH1983PLC031395
 "Shlok" 60 – CD, Govt. Industrial Estate,
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 Tel: + 91 22 28603514, 16
 Email: legalho83@gmail.com
 Website: www.rcvp.in

- e. Report of the Committee of Independent Directors and Audit Committee of the Transferee Company dated January 04, 2022.

2. Share entitlement report and issue of consideration pursuant to the Scheme

- 2.1. In the terms of the Scheme, it is proposed to amalgamate the Transferor Company with the Transferee Company. Pursuant to the proposed Scheme, the Transferee Company shall issue and allot its equity shares and Non-convertible Redeemable Preference Shares ("NCRPS") on proportionate basis to the shareholders of the Transferor Company as on Effective date, in the following manner:

"7,807 equity shares of face value of Rs. 10/- each of the Transferee Company and 16,117 NCRPS of face value of Rs. 10/- each of the Transferee Company, for every 19 fully paid-up equity shares of face value of Rs. 10/- each of the Transferor Company."

- 2.2. The Registered Valuer, Mr. Mayur Popat has opined that the above mentioned consideration for the proposed Scheme, is fair.
- 2.3. No Special valuation difficulties were reported.

3. Effect of the Scheme on interested stakeholders

The effect of scheme on various stakeholders viz. on Equity Shareholders (promoter and non-promoter members), Directors, KMPs, Employees, Creditors, Depositors, Debenture Holders and Debenture Trustees is summarized below:

3.1. Equity Shareholders (promoter and non-promoter members):

Pursuant to the Scheme, entire equity share capital of the Transferor Company shall stand cancelled and in lieu thereof, the equity shares and NCRPS of the Transferee Company are proposed to be issued to the shareholders of the Transferor Company on the basis of fair share exchange ratio, as mentioned above. The Scheme is expected to be beneficial to the Companies and its shareholders and all other stakeholders in large and is not detrimental to any of the shareholders of the Companies.

3.2. Directors and KMPs:

The Scheme will have no adverse effect on the office of existing Directors and KMPs of the Transferee Company. Further, no change in the Board of Directors or KMPs of the Transferee Company is envisaged on account of the Scheme. It is clarified that, the KMPs and composition of the Board of Directors of the Transferee Company may change by appointments, retirements or resignations in



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



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accordance with the provisions of the Act but the Scheme itself does not affect the office of Directors and KMPs of the Transferee Company.

The effect of the Scheme on the Directors and KMPs of the Transferee Company in their capacity as Equity Shareholders of the Transferee Company, if any, is the same as in case of other Equity Shareholders of the Transferee Company, as mentioned Para 3.1. above.

3.3. Employees:

The Scheme will have no effect on the existing employees of the Transferee Company. Upon the effectiveness of this Scheme and with effect from the Effective Date, the Transferee Company undertakes to engage, without any interruption in service, the employees of the Transferor Company, if any, on terms and conditions no less favourable than those on which they are engaged by the Transferor Company.

3.4. Creditors:

The proposed Scheme does not involve any compromise or arrangement with the creditors. Creditors of the Transferee Company will continue to be creditors on the same terms and conditions, as before. The rights of the creditors of the Transferee Company shall not be adversely affected by the Scheme. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

3.5. Depositors, Debenture Holders and Debenture Trustee

The Transferee Company have not taken any term deposits from depositors, therefore, no deposit trustees have been appointed. Neither there are any debenture holders nor there are any debenture trustees of the Transferee Company.

For, Royal Cushion Vinyl Products Limited



Jayesh Motasha
 Director
 DIN: 00054236

Place: Mumbai
 Date: January 04, 2022



Annexure 6

Shareholding pattern of the Transferee Company and the Transferor Company (pre-Scheme and post-Scheme) as on November 17, 2023

Sr. No	Description	Transferor Company				Transferee Company			
		Pre-Scheme		Post-Scheme		Pre-Scheme		Post-Scheme	
		No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group								
1	Indian								
(a)	Individuals/ Hindu Undivided Family	10,020	100%	-	-	50,02,378	13.67%	91,19,538	22.40%
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-
(e)	Any Others	-	-	-	-	-	-	-	-
i.	Bodies Corporate	-	-	-	-	67,22,000	18.37%	67,22,000	16.51%
	Sub-Total (A1)	10,020	100%	-	-	1,17,24,378	32.04%	1,58,41,538	38.92%
2	Foreign								
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-
(e)	Any Others	-	-	-	-	-	-	-	-
i.	Bodies Corporate	-	-	-	-	28,80,000	7.87%	28,80,000	7.08%
	Sub-Total (A2)	-	-	-	-	28,80,000	7.87%	28,80,000	7.08%
	Total Shareholding of Promoter and Promoter Group (A) = (A1) + (A2)	10,020	100%	-	-	1,46,04,378	39.92%	1,87,21,538	45.99%
(B)	Public shareholding								
1	Institutions (Domestic)								
(a)	Mutual Funds	-	-	-	-	5,100	0.01%	5,100	0.01%
(b)	Banks	-	-	-	-	3,05,230	0.83%	3,05,230	0.75%
(c)	Alternative Investment Funds	-	-	-	-	17,50,000	4.78%	17,50,000	4.30%
(d)	Other financial institutions	-	-	-	-	200	0.00%	200	0.00%
	Sub-Total (B1)	-	-	-	-	20,60,530	5.63%	20,60,530	5.06%
2	Institutions (Foreign) (B2)	-	-	-	-	-	-	-	-
3	Central Government/ State Government(s)/ President of India (B3)	-	-	-	-	-	-	-	-
4	Non-institutions								
(a)	Key Managerial Personnel	-	-	-	-	10	0.00%	10	0.00%
(b)	Individuals								
i.	Resident Individual shareholders holding nominal share capital up to ₹2 lakh	-	-	-	-	14,15,612	3.87%	14,15,612	3.48%
ii.	Resident Individual shareholders holding nominal share capital in excess of ₹2 lakh	-	-	-	-	1,47,58,270	40.34%	1,47,58,270	36.26%
(c)	Non-Resident Indians (NRIs)	-	-	-	-	20,20,001	5.52%	20,20,001	4.96%
(d)	Foreign Nationals	-	-	-	-	134	0.00%	134	0.00%
(e)	Body Corporate	-	-	-	-	10,81,827	2.96%	10,81,827	2.66%
(f)	Any Other								
i.	Trusts	-	-	-	-	2,50,000	0.68%	2,50,000	0.61%
ii.	Overseas Corporate Bodies	-	-	-	-	43,800	0.12%	43,800	0.11%
iii.	Clearing Members	-	-	-	-	750	0.00%	750	0.00%
iv.	HUF	-	-	-	-	3,53,150	0.97%	3,53,150	0.87%
	Sub-Total (B4)	-	-	-	-	1,99,23,554	54.45%	1,99,23,554	48.95%
(B)	Total Public Shareholding (B) = (B1) + (B2) + (B3) + (B4)	-	-	-	-	2,19,84,084	60.06%	2,19,84,084	54.01%
	TOTAL (A) + (B)	10,020	100.00%	-	-	3,65,88,462	100.00%	4,07,05,622	100.00%
	Shares held by Custodians and against which DRs have been issued	-	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	10,020	100.00%	-	-	3,65,88,462	100.00%	4,07,05,622	100.00%



for

Valuation Report

For Determining the Fair Exchange Ratio pursuant to the Scheme of Arrangement
in the nature of merger of Royal Spinwell and Developers Private Limited with
Royal Cushion Vinyl Products Limited

Valuation Date: October 01, 2021

Report by:

Mayur Popat

Registered Valuer

Securities and Financial Assets

+91 265 3570322

mayurpopat@jnmaandco.com



MAYUR POPAT

CHARTERED ACCOUNTANT, ICAI M. No. 132407

REGISTERED VALUER - SFA, IBBV Reg. No.-IBBV/RV/006/2019/11173

INSOLVENCY PROFESSIONAL - IBBV Reg. No.- IBBV/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jnmaandco.com

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To,

The Board of Directors,
Royal Cushion Vinyl Products Limited
60 CD, Shlok Government Industrial Estate,
Charkop, Kandivali (West),
Mumbai - 400067,
Maharashtra.

The Board of Directors,
Royal Spinwell and Developers Private
Limited
60 CD, Shlok Government Industrial Estate,
Charkop, Kandivali (West),
Mumbai - 400067,
Maharashtra.

Dear Sir/Madam,

Subject: Recommendation of Share Exchange Ratio for the proposed Scheme of Arrangement in the nature of merger of Royal Spinwell and Developers Private Limited with Royal Cushion Vinyl Products Limited

We refer to the Engagement Letter dated October 19, 2021 for recommendation of share exchange ratio for the proposed scheme of arrangement which provides for merger / amalgamation of Royal Spinwell and Developers Private Limited ("Transferor Company" or "RSDPL") with Royal Cushion Vinyl Products Limited ("Transferee Company" or "RCVPL") and their respective shareholders on going concern basis with effect from the Appointed Date of October 01, 2021 pursuant to a Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder ("Scheme").

For the sake of brevity, the management of the Transferor Company and the Transferee Company are hereinafter collectively referred to as the 'Management' and the Transferor Company and the Transferee Company are hereinafter collectively referred to as the 'Companies'.

In accordance with the terms of the engagement, the Management has requested Mr. Mayur Popat, Registered Valuer, ("I" or "we") to undertake valuation exercise and recommend

425, Lotus Elite, Besides OSIA Hypermarket, Gotri Sevasi Road, Vadodara - 390020



MAYUR POPAT

CHARTERED ACCOUNTANT, ICAI M. No. 132407

REGISTERED VALUER - SFA, IBBI Reg. No.-IBBI/RV/006/2019/11173

INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No :- +91 8000334571

Email :- mayurpopat@jmaandco.com

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the share exchange ratio for the proposed amalgamation of the Transferor Company with the Transferee Company ("Proposed Amalgamation").

Please find enclosed the report detailing our recommendation of share exchange ratio for the Proposed Amalgamation. We have provided the valuation opinion in the capacity of Registered Valuer in terms of the provisions of the Companies Act, 2013 read with rules issued thereunder ("Companies Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on our study and analytical review procedures, and subject to the limitations expressed within this report and based on our opinion on the relative fair value of equity shares of the Transferor Company and the Transferee Company and basis cap on fresh issue of equity shares of the Transferee Company as indicated by the Management in order to ensure that the equity shareholding / voting rights of the Promoter and Promoter Group of the Transferee Company do not exceed the permissible non-public shareholding in a listed company as per applicable laws, I consider that the fair ratio of exchange would be as follows:

"7,807 (Seven Thousand Eight Hundred Seven) equity share of face value of Rs. 10/- (Rupees Ten Only) each and 16,117 (Sixteen Thousand One Hundred Seventeen) redeemable non-convertible preference shares of face value of Rs. 10/- (Rupees Ten Only) each of the Transferee Company, for every 19 (Nineteen) fully paid-up equity share of face value of Rs. 10/- (Rupees Ten Only) each of the Transferor Company."

In rendering the aforementioned services, we reviewed and relied upon various documents, materials and information provided by the Management of both the companies and the generally available information in public domain. Given the limited and specific purpose of this report, the financial information presented in this report may be incomplete and contain departures from generally accepted accounting principles.



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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/PA-001/1P-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No:- +91 8000334511

Email :- mayurpopat@jnmaandco.com

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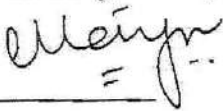
This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

To the best of our knowledge and information available, we confirm that we do not have any financial interest or conflict with the Companies or any of its Board of directors. Our fees for this valuation are based upon our normal billing rates and are in no way contingent upon the results of our findings. We have no responsibility to update this report for events or circumstances occurring subsequent to the date of this report. This report is not to be copied or made available to any persons without our express written consent.

We are pleased to present this Valuation Report, which we hope will be of adequate use and help in taking appropriate decision for the purposes to which this report is brought out.

We take this opportunity to thank Management, without whose co-operation; it would not have been possible to complete this assignment in time.

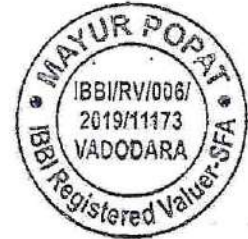
Yours faithfully,



Mayur Popat

Registered Valuer - Securities and Financial Assets (IBBI)

Registration No. IBBI/RV/ 006/2019/11173



UDIN: 22132407A AAABS 1858

Date: December 31, 2021

Place: Vadodara



425, Lotus Elite, Besides OSIA Hypermarket, GotriSevasi Road, Vadodara - 390020



MAYUR POPAT

CHARTERED ACCOUNTANT, ICAI M. No. 132407

REGISTERED VALUER - SFA, IBBi Reg. No.-IBBi/RV/006/2019/11173

INSOLVENCY PROFESSIONAL - IBBi Reg. No.- IBBi/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jnmmaandco.com

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3. Nature and sources of information
4. Valuation methodology, approach and analysis
5. Conclusion
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CHARTERED ACCOUNTANT, ICAI M. No. 132407

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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jnmcaandco.com

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1. Introduction and Background Information

1.1. Purpose of valuation and appointing authority

1.1.1. We have been informed that the Management of the Companies are contemplating a scheme of arrangement which provides for merger / amalgamation of the Transferor Company with the Transferee Company on going concern basis with effect from the Appointed Date of October 01, 2021 pursuant to a Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act ("Scheme").

1.1.2. We have been informed that as consideration for the Proposed Amalgamation, the Transferee Company will issue its shares to the equity shareholders of the Transferor Company. Therefore, we have been requested by the Management to undertake a valuation exercise for determining the relative fair value of equity shares of both the Companies and basis such relative fair value, recommend a share exchange ratio for the consideration of the Board of Directors of the Companies.

1.1.3. Further, in terms of provisions of 'Chapter V - Preferential Issue' of the SEBI ICDR Regulations ("SEBI Preferential Issue Regulations"), the shares issued by a listed company to a select group of shareholders or to the shareholders of the unlisted companies pursuant to a scheme of arrangement under section 230 to 234 of the Companies Act needs to be in compliant with the pricing provisions of the SEBI Preferential Issue Regulations. In the present case, the Scheme of Arrangement contemplates issue of shares by the Transferee Company, being a listed company to the shareholders of the Transferor Company, being an unlisted company and therefore, issue of such shares needs to be compliant with the pricing provisions of the SEBI Preferential Issue Regulations. Therefore, we have duly taken into consideration the provisions of SEBI Preferential Issue Regulations while undertaking the valuation exercise.



425, Lotus Elite, Besides OSIA Hypermarket, GotriSevasi Road, Vadodara - 390020



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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jmaandco.com

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1.1.4. We would like to emphasize that certain limited terms of the Proposed Amalgamation / Scheme are stated in our report, however, the detailed terms of the Proposed Amalgamation / Scheme shall be more fully described and explained in the Scheme document to be submitted with the relevant authorities in relation to the Proposed Amalgamation.

Background of the Companies

1.2. Royal Cushion Vinyl Products Limited or The Transferee Company

1.2.1. "Royal Cushion Vinyl Products Limited" or "RCVPL" or "Transferee Company" is a public limited company incorporated under the provisions of the Companies Act, 1956, having corporate identity number L24110MH1983PLC031395 and having its registered office at 60 CD "Shlok" Government Industrial Estate Charkop, Kandivali (West), Mumbai 400067, Maharashtra India. The equity shares of the Transferee Company are listed on the BSE Limited ("BSE").

1.2.2. The Transferee Company is primarily engaged in the business of manufacturing and supplying of PVC floor covering, PVC sheets and PVC Leathercloth. The main objects as set out in the Memorandum of Association is as under:

1. "To manufacture and sell floor coverings, wall coverings and other articles made from Poly Vinyl Chloride and/or Polyurethane."

1.2.3. Board of Directors as on October 1, 2021

Name of Directors	Director Identification Number
Jayesh Motasha Amritlal	00054236
Mahesh Kantilal Shah	00054351
Avani Pandit Jolly	08386003
Harsha Shah Mukesh	08386011



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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91265 3570322

Mobile No :- +91 8000334511

Email:- mayurpopat@jmaandco.com

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1.2.4. Capital structure as on October 1, 2021

Particulars	Amount (in Rs.)
Authorised Capital	
3,00,00,000 Equity Shares of Rs. 10/- each	30,00,00,000/-
Total	30,00,00,000/-
Issued, Subscribed and Paid-up Capital	
1,20,67,212 Equity Shares of Rs. 10/- each fully paid-up	12,06,72,120/-
Total	12,06,72,120/-

1.2.5. Shareholding pattern as on October 1, 2021

Shareholders Category	No. of Equity Shares held	% of Shareholding
Promoter and Promoter Group	79,83,128	66.16%
Public	40,84,084	33.84%
Total	1,20,67,212	100%

1.3. Royal Spinwell and Developers Private Limited or The Transferor Company

1.3.1. "Royal Spinwell and Developers Private Limited" or "RSDPL" or "Transferor Company" is a private limited company incorporated under the provisions of the Companies Act, 1956, having corporate identity number U17120MH1991PTC062262 and having its registered office at 60 CD "Shlok" Government Industrial Estate Charkop, Kandivali (West), Mumbai 400067, Maharashtra India. The securities of the Transferor Company are not listed on any stock exchange in India or abroad

1.3.2. The Transferor Company was incorporated with an object to primarily engaged in the business of manufacturing and trading in yarn, fibres and textiles. Further, the main object clause of the Transferor Company provides

425, Lotus Elite, Besides OSIA Hypermarket, GotriSevasi Road, Vadodara - 390020



MAYUR POPAT

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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/PA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No. :- +91 8000334511

Email :- mayurpopat@jnmaandco.com

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for engaging in the business of development and sale of the land / properties / real estate assets of the company. The main object as set out in the Memorandum of Association is as under:

"1. To carry on the business of manufacturers, spinners, weavers, agents, importers, exporters or otherwise as dealers of yarn of all kinds and descriptions, whether man-made or otherwise and whether or not mixed with fibers of vegetable, mineral or animal origin, manufacturing such fibers & fiber products of all kinds with or without mixing fibers of other origin above- described, by any process and also the business of manufacturing, ginning, preparing, combing, spinning, weaving, processing, buying, selling, distributing, importing, exporting and dealing in yarn, fibers and textiles.

2. To carry on the business of manufactures of texturised yarn and processors of man-made fibers, or in general, of any fibers, filaments, yarn and fabrics (whether textile, felted, looped or otherwise) manufactured and/or processed from any base whether organic or inorganic or compounds or mixtures thereof by physical, chemical or any other process or treatment and of spinning, twisting, blending, combing, weaving, knitting, bleaching, processing, dyeing, printing, making or otherwise turning to account any other fibers, yarn or fabrics or finished articles thereof and of dealing in the chemicals, dyestuffs, equipments, washing, bleaching and dyeing materials, raw materials, packing materials and all other requisite needed for all or any of the above purposes and of the by-products which can be conveniently produced thereof and to buy, sell, import, export, distributive, trade, stock, barter, exchange, make advances upon speculate, enter into forward transactions or otherwise deal in all or any of the foregoing.

3. To purchase, sale, take on lease or in exchange, or otherwise acquire any lands and buildings, and any estate or interest in, and any rights connected with, any such lands and buildings and to develop and turn to account any land acquired by or in which the company is interested and in particular by laying out and preparing the same for commercial purposes and to develop any of its land as industrial/commercial plots under any scheme introduced by any state government or central government or jointly scheme of state and central government or any private bodies and to construct, reconstruct, alter, improve, decorate, renovate, furnish any building for commercial



425, Lotus Elite, Besides OSIA Hypermarket, GotriSevasi Road, Vadodara - 390020



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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No:- +91 8000334571

Email :- mayurpopat@jomaandco.com

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purpose such as offices, factories, warehouses, shops, wharves and conveyance such land by consolidating, connecting, sub-dividing such immovable properties and by leasing and disposing off the same. "

1.3.3. Board of Directors as on October 1, 2021

Name of Directors	Director Identification Number
Jayesh Motasha Amritlal	00054236
Vinod Kantilal Shah	00054667

1.3.4. Capital structure as on October 1, 2021

Particulars	Amount (in Rs.)
Authorised Capital	
1,00,000 Equity Shares of Rs. 10/- each	10,00,000/-
Total	10,00,000/-
Issued, Subscribed and Paid-up Capital	
10,020 Equity Shares of Rs.10/- each fully paid up	1,00,200/-
Total	1,00,200/-



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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jnmaandco.com

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2. Valuation Date, Valuation Standards, Procedures

2.1. Date of Valuation

We have been informed that the appointed date for the Proposed Amalgamation shall be October 01, 2021. We have determined the relative fair value of equity shares of the Companies and basis that the share exchange ratio for the Proposed Amalgamation as at October 01, 2021 - Valuation Date.

2.2. Procedures adopted in carrying out the valuation and valuation standards followed

We have followed and complied with ICAI Valuation Standard 102 -Valuation Bases (IVS 102), ICAI Valuation Standard 103 - Valuation Approaches and methods (IVS 103), ICAI Valuation Standard 201 - Scope of Work, Analyses and Evaluation (IVS 201), ICAI Valuation Standard 202 - Reporting and Documentation (IVS 202) and ICAI Valuation Standard 301 - Business Valuation (IVS 301). As per Valuation Standard 102 -Valuation Bases (IVS 102), we have taken Fair Value as Valuation Base and Going Concern Value as Premise of Value. Any change in the valuation base or the premise could have a significant impact on the valuation exercise.

2.3. Identity of the valuer and experts involved in valuation

The following valuer was involved in the valuation of the Companies:

Sl. No.	Name of the Valuer	Qualifications
1.	Mayur Popat	Registered Valuer - Securities and Financial Assets, Insolvency Professional and Chartered Accountant



2.4. Intended users of the valuation

The purpose of this Valuation Report is to recommend fair exchange ratio for the Proposed Amalgamation of the Transferor Company with the Transferee



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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jmaandco.com

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Company. It can be submitted to any authority or persons, to the extent mandatorily required under the applicable laws of India, and may be produced before judicial, regulatory or government authorities, in connection with the Proposed Amalgamation.

This report has been provided to the Companies and has been prepared solely for the purpose of providing selected information on a confidential basis.

Possession of this report does not imply a permission to publish the same or any part thereof. No part of this report is to be communicated to the public by means of advertising, news releases, sales and promotions or any other media without a prior written consent and approval by us.

2.5. Disclosure of valuer's interest or conflict, if any

To the best of our knowledge and information available, we confirm that we do not have any financial interest or conflict with the Companies or any of its Board of directors for recommending the equity share exchange ratio.



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REGISTERED VALUER - SFA, IBBV Reg. No. - IBBV/RV/006/2019/11173

INSOLVENCY PROFESSIONAL - IBBV Reg. No. - IBBV/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No.:- +91 8000334577

Email:- mayurpopat@jmaandco.com

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3. Nature and sources of information

This valuation report has been the result of output from various internal (Management) as well as external sources (information available in public domain). The below summarises the broad summary of data obtained and replied upon:

1. Memorandum and Articles of Association of the Companies.
2. Capital Structure of the Companies as on October 1, 2021
3. List of directors of the Companies as on October 1, 2021
4. Annual Report / Audited Financial Statements for the financial year ended March 31, 2021 and provisional / limited reviewed unaudited financial statements / results for the half year ended on September 30, 2021 of the Companies.
5. Financial Projections of the Transferee Company, as prepared and provided by the management of the Transferee Company, for the period from October 1, 2021 to March 31, 2022 as well as for projected financial years ending March 31, 2023, March 31, 2024, March 31, 2025 and March 31, 2026.
6. Valuation reports of the Independent Valuers determining the fair market value of the land and buildings owned by the Companies.
7. Draft Scheme of Arrangement for the Proposed Amalgamation.
8. Other relevant information, explanations and data provided by the Management of the Companies.
9. Quantity of shares traded of the Transferee Company on BSE Limited during the period of one year preceding the Valuation Date.
10. Other information available in the public domain / sources as deemed necessary including details regarding risk free rate of return, market premium etc.



MAYUR POPAT

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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jmaandca.com

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4. Valuation approach, methodology and analysis

- 4.1. It is impertinent to note that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. It is universally recognized that valuation is not an exact science and that estimating values necessarily involves selecting one or more valuation methods or approaches that is suitable for the purpose keeping in perspective the factual matrix.
- 4.2. Arriving at the Fair Exchange Ratio for the Proposed Amalgamation would require determining the relative value of the equity shares of both Companies. These values are to be determined independently, but on relative basis, without considering the effect of the Proposed Amalgamation.
- 4.3. IVS 301 on Business Valuations deals with valuation of a business and business ownership interest (i.e. it includes valuation of shares). IVS 301 specifies that generally, the following three approaches for valuation of business / business ownership interest are widely used:
- Market approach
 - Income approach
 - Asset / Cost approach
- 4.4. There are various methods within the above three broad valuation approaches. The application of any particular approach and method of valuation, depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasised that a valuer can arrive at one value for one purpose.

4.5. Further, it is to be noted that the shares of the Transferee Company are 'infrequently / not frequently traded' in terms of provisions of the SEBI Preferential Issue Regulations and therefore, as per Regulation 165 of the SEBI ICDR Regulations, the issue price determined for the shares of the listed



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MAYUR POPAT

CHARTERED ACCOUNTANT, ICAI M. No. 132407

REGISTERED VALUER - SFA, IBBI Reg. No.-IBBI/RV/006/2019/11173

INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jmaandco.com

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company shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies. Therefore, we have duly considered these provisions while undertaking this valuation exercise.

4.6. In this background, the aforesaid valuation approaches and the most suitable methods, in my opinion, in the context of valuation of the equity shares of both Companies are discussed in the following paragraphs.

4.7. Market Approach

Market approach is a valuation approach that uses the market prices and other relevant information generated by market transactions of similar or identical nature and size in terms of assets, liabilities or group of assets and liabilities. It is essential that benchmark market transactions to be referred for valuation should be comparable transactions and should be suitable for valuing the Companies otherwise such an exercise may provide valuation outcome which may not be indicative of the true fair value of the Companies under consideration. The most common valuation methods under the Market Approach are as under:

4.7.1. Market Price Method

The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in.

→ In the present case, the shares of the Transferor Company are not listed on the stock exchanges and shares of the Transferee Company, though listed on BSE Limited, but are not frequently traded and therefore, this valuation method is not suitable and hence, has not been considered.

4.7.2. Comparable Companies Market/Transaction Multiple method

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Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jnmmandco.com

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Under this method, value of the equity shares of a company/ business undertaking is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuation derived based on market transactions taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Under this methodology, market multiple of comparable listed companies is computed and applied to the business being valued in order to arrive at a multiple based valuation. This approach is usually applied in case of valuation of unlisted companies. Some of the common multiples used in a valuation are listed below:

- Market Cap/ Sales Multiple
- Price/ Earnings Multiple
- Enterprise Value / EBIDTA Multiple

→ The Transferor Company is presently not carrying on any active or significant business operations and as such doesn't have a recent operating business history to benchmark its valuation using these multiple methods. The Transferee Company has been incurring losses as evident in historic financial statements and further, the Management has indicated that there are direct comparable listed companies that can be considered to determine the applicable multiple. Therefore, in our opinion these comparable companies / transactions multiple method is not suited to the current valuation exercise.

4.8. Income Approach

Income approach is a valuation approach that translates maintainable future earnings i.e. cash flows or net (income less expenses) to a single current amount i.e. discounted or capitalised, which represents the current value of the business being valued. Usually under the Income Approach, the methods that maybe applied are Discounted Cash Flow (DCF) Method or the Price Earning Capacity



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Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jmaandco.com

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Value (PECV) Method. However, the DCF Method is the most widely used, accepted and recognised method of valuation under the Income approach, which has been considered for present valuation exercise, as briefly discussed below.

4.8.1. Discounted Cash flow Method

Discounted Cash Flow model indicates the fair market value of a business based on the value of free cash flows that the business is expected to generate in future. This method involves the estimation of post-tax cash flows for the projected period and the terminal value, after taking into account the business requirements of reinvestment in terms of capital expenditure and incremental working capital. These cash flows are then discounted at a weighted cost of capital that reflects the risk of the business and the actual capital structure of the entity or the optimum capital structure at which an entity can continue to operate in the long run. Using the DCF analysis involves determining the following:

- Estimating the future free cash flows which are derived from the financial projections of the company. The future free cash flows consist of the cash flows for the explicit period and also of perpetuity period.
- Free cash flows are the cash flows expected to be generated by the company that are available to all providers of the company's capital.
- The cash flows are determined by deducting from the earnings before depreciation, interest and taxes (EBDIT), (i) cash taxes and ii) other non-cash charges. The cash flow so derived is adjusted for change in working capital requirements and capital expenditure to derive the free cash flows.
- Appropriate discount rate is applied to future cash flows to obtain the present value of such cash flows. This discount rate should reflect the opportunity cost of the capital providers i.e. weightage average cost of capital consisting of weightage cost of equity and cost of debt.
- To the sum of the present value of the cash flows for the explicit period and for the perpetuity, adjustments are made for loan funds, surplus



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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jnmadeo.com

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assets, value of investments and contingent liabilities, after considering the tax impact wherever applicable.

- f. The value as arrived above is divided by the outstanding number of equity shares to arrive at the value per share

→ As stated above, the Transferor Company is presently not carrying on any active or significant business operations and as such it is not appropriate to apply the income based valuation method for valuing the business of the Transferor Company. As far as the Transferee Company is concerned, the management of the Transferee Company has provided us the financial projections for the upcoming five years and it would be most appropriate to apply the DCF Method for valuing the Transferee Company given its operating history and its significant business operations.

4.9. Asset / Cost approach

Asset / Cost based valuation approach is based on the value of underlying net assets of the business, on a book value basis / replacement cost / realizable value basis. The Net Asset Value ignores the future return the assets can produce and is calculated using historical accounting data, adjusted for current market values, that may not reflect how much the business is worth to someone who may buy or invest in the business as a going concern. In calculating the value of assets and liabilities, the appropriate adjustments are made, wherever warranted and possible, to the book values of such assets and liabilities to arrive at the current market value of such assets and liabilities, specifically in the present case, the book values of land and building are replaced by the fair market value of such land and building based valuation report of the Independent Valuer. In other cases, the book values are assumed to be the market values. The underlying net assets value as arrived above is divided by the outstanding number of equity shares to arrive at the fair value per share under this method.

As stated above, the Transferor Company is presently not carrying on any

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MAYUR POPAT

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INSOLVENCY PROFESSIONAL - IBBI Reg. No. - IBBI/PA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No :- +91 8000334571

Email :- mayurpopat@jnmaandco.com

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active or significant business operations. However, the Transferor Company owns significant piece and parcel of industrial land and as such the asset / cost based valuation is the only and most appropriate method to be applied to value the Transferor Company. On the other hand, the Transferee Company also owns and in possession of significant land and building including as part of its business activities and others as vacant surplus assets. Therefore, given this background and fact that the Transferee Company has been incurring losses, it is also appropriate to apply the asset / cost based valuation method to value the business of the Transferee Company.

4.10. Fair Valuation

4.10.1. It is pertinent to note that the fair value per share derived under each method applied as above would be different owing to the different principles and techniques involved under each method. However, for the purposes of recommending a fair ratio of exchange, it is necessary to arrive at a single value for the shares of the Companies. It is however important to note that in doing so, we are not attempting to arrive at the absolute values of the shares of each company but to work out a relative value per share appropriate under the given circumstances.

4.10.2. For this purpose, it is necessary to give appropriate weightage to the values arrived at under each method so as to derive the fair exchange ratio.

4.10.3. The fair value per share of the Transferor Company has been derived only based on the asset / cost approach, as stated above and as such no weightage average valuer needs to be discovered.

4.10.4. In case of the Transferee Company, given the fact that it is an operating company with significant business operations, we consider it appropriate to give a weight of 75% to the Income Approach / DCF Method and balance weight of 25% to the Asset / Cost approach in order to weigh



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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jmaandco.com

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more towards value derived based on income approach as it is a going concern entity and allocate the remaining weight of 25% to asset / cost method to duly factor in the value of sizeable land and buildings owned by it.

4.11. Basis above valuation exercise undertaken and given the fact that the net worth of the Transferee Company is hugely eroded due to its past adverse operating history and sick status and substantial debt / liabilities in its balance sheet, the relative fair value per equity share of the Transferee Company is in negative. However, in terms of provisions of the Companies Act, a company cannot issue the fresh shares below the face value. Given this statutory requirement and basis discussion with the Management, for the purpose of recommending the fair exchange ratio, we have considered the face value of shares of the Transferee Company as its fair value.

4.12. Further, we have been informed by the Management that the shares to be issued to the shareholders of the Transferor Company pursuant to the Scheme shall form part of the promoter and promoter group of the Transferee Company and in terms of the statutory provisions / securities laws applicable to a listed company, the equity shareholding / voting rights of the Promoter and Promoter Group of the Transferee Company cannot exceed the permissible non-public shareholding, which is currently 75%. In view thereof, the Management of Companies have proposed to issue Equity Shares of the Transferee Company to an extent that the promoter and promoter group shareholding in the Transferee Company post the Scheme do not exceed 75% and balance consideration, if any, is proposed to be discharged by way of issue of redeemable / non-convertible preference shares of the Transferee Company to the shareholders of the Transferor Company.



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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91 265 3570322

Mobile No. :- +91 8008334511

Email :- mayurpopat@jmaandco.com

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5. Conclusions

Based on the foregoing discussion including the relative fair value of equity shares of both Companies using the valuation approach and methods as referred in this report, the statutory requirement of issue of shares by the Transferee Company at a price not below the face value of such shares and statutory limitation on fresh issue of equity shares of the Transferee Company to the shareholders of the Transferor Company in order to ensure that the equity shareholding / voting rights of the Promoter and Promoter Group of the Transferee Company post the effectiveness of the Scheme do not exceed the permissible non-public shareholding, I consider that the fair ratio of exchange would be as follows

"7,807 (Seven Thousand Eight Hundred Seven) equity share of face value of Rs. 10/- (Rupees Ten Only) each and 16,117 (Sixteen Thousand One Hundred Seventeen)redeemable non-convertible preference shares of face value of Rs. 10/- (Rupees Ten Only) each of the Transferee Company, for every 19 (Nineteen) fully paid-up equity share of face value of Rs. 10/- (Rupees Ten Only) each of the Transferor Company."

Further, it may herein be noted that the Stock Exchanges have issued a Circular to the Listed Companies (e.g. Circular No. LIST/COMP/02/2017-18 dated May 29, 2017 issued by BSE Limited) ("Valuation Report Circular"), which provides that the valuation report on scheme of arrangement shall display the workings, relative fair value per share and fair share exchange ratio in the prescribed manner. The disclosure in the indicative format suggested by the stock exchanges is as under:



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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-003/IP-P-01918/2020-2021/13046

Contact No - +91 265 3578322

Mobile No:- +91 8000334571

Email :- mayurpopat@jmaandca.com

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No.	Particulars	Transferee Company / RCVPL		Transferor Company / RSDPL	
		Value per share (INR)	Weight	Value per share (INR)	Weight
A	Market Approach	NA	-	NA	-
B	Income Approach based on DCF Method	(244.33)	75%	NA	-
C	Asset / Cost based approach	(325.57)	25%	12,591.99	100%
I.	Relative Valuer per Share	(264.64)	-	12,591.99	-
II.	Relative Valuer per Share considered for determining fair exchange ratio	10		12,591.99	
III.	Exchange Ratio for issue of Equity Shares (rounded off)	7,807		19	
	Exchange Ratio for issue of redeemable non-convertible preference shares (rounded off)	16,117		19	



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INSOLVENCY PROFESSIONAL - IBBI Reg. No.- IBBI/IPA-001/IP-P-01918/2020-2021/13046

Contact No - +91265 3570322. 141

Mobile No :- +91 8000334511

Email :- mayurpopat@jnmmaandoo.com

6. Caveats, limitations and disclaimers

i. Restriction on use of Valuation Report

This valuation report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. We do not take any responsibility for the unauthorized use of this report. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared. Further our report is in accordance with ICAI Valuation Standards 2018.

ii. Our Responsibility

We owe responsibility only to our client that has appointed us under the terms of the engagement letter. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the client or companies, their directors, employees or agents.

The decision to carry out the transaction (including consideration thereof) lies entirely with the Management/the Board of Directors and our work and our finding shall not constitute a recommendation as to whether or not the Management/the Board of Directors should carry out the transaction.

iii. Declaration of independence

We are independent of the Companies and have no current or expected interest in the Companies or their assets. The fee paid for our services in no way influenced the results of our analysis.

Accuracy of Information



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Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jnmaandco.com

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While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the clients' existing business records. Accordingly, we express no audit opinion or any other form of assurance on this information. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf the client. Our report is subject to the scope and limitations detailed herein. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

v. Achievability of the forecast results

We do not provide assurance on the achievability of the results forecast by the management/owners as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management of the Companies.

vi. Post Valuation Date Events

The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

vii. Range of Value Estimate

The valuation of companies and businesses is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value and we normally express our opinion on the value as falling within a likely range.



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Mobile No :- +91 8000334511

Email :- mayurpopat@jinmaandco.com

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Whilst we consider our recommendation of the fair value to be both reasonable and defensible based on the information available to us, others may place a different value on the companies.

- viii. Reliance on the representations of the clients, their management and other third parties

The Companies and their management warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the owners/clients, their management and other third parties concerning the financial data, operational data and maintenance schedule of all plant-machinery-equipment-tools-vehicles and any other investments in tangible assets except as specifically stated to the contrary in the report.

We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the Companies, their directors, employee or agents. The Management has represented that the Companies have clear and valid title of assets. No investigation on the Companies' claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid.

- ix. No procedure performed to corroborate information taken from reliable external sources

We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.

- x. Compliance with relevant laws



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Mobile No :- +91 8000334511

Email :- mayurpopat@jnmaandco.com

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The report assumes that the client complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies will be managed in a competent and responsible manner. Further, as unless specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the Financial Statements and other information provided to us. Our report is not, nor should it be construed as we are opining or certifying the compliance of the proposed transaction with the provisions of any law including companies, competition, taxation and capital market related laws or as regards any legal implications or issues arising in India or abroad.

xi. Multiple factors affecting the Valuation Report

The valuation report is tempered by the exercise of judicious discretion by us as valuer, taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Financial Statements but could strongly influence the value of the Companies.

xii. Subsequent events

Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report. An analysis of such nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of, the date hereof and thus effects of subsequent events are not generally factored in the valuation exercise.

Future services including but not limited to Testimony or attendance in courts/tribunals/ authorities for the opinion of value in the Valuation Report

We are fully aware that based on the opinion of value expressed in this report, we

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Contact No - +91 265 3570322

Mobile No :- +91 8000334511

Email :- mayurpopat@jmaandco.com

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may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and my / our tendering evidence before such authority under the applicable laws.

xiv. Information provided with respect to valuation

In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Companies through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Companies.

We do not make any representation or warranty, express or implied, as to accuracy, reasonableness or completeness of the information, based on which the valuation is carried out.



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Annex - E
Pg no - 64

Khambatta Securities Ltd.

ESTD. 1918



To,

The Board of Directors,
ROYAL CUSHION VINYL PRODUCTS LIMITED
60CD "Shlok" Government Industrial Estate
Charkop, Kandivali (West),
Mumbai 400067, Maharashtra India.

Dear Sir,

Sub: Fairness Opinion Report ("Fairness Opinion" or Report").

We understand that you are considering a merger proposal wherein you intend to merge ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED ("RSDPL" or the "Transferor Company") into and with ROYAL CUSHION VINYL PRODUCTS LIMITED ("RCVPL" or the "Transferee Company") (collectively called as "Companies") Under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder, by way of share swap.

Be advised that while certain provisions of the Merger are provided below, the terms of the Merger shall be more fully described in the scheme document to be published in relation to the Merger (the "Scheme Document"). As a result, the description of the Merger and certain other information contained herein is qualified in its entirety by reference to the Scheme Document.

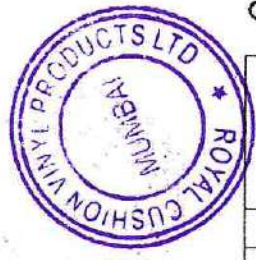
Share Exchange Ratio:

Pursuant to the Merger, the Transferee Company will issue and allot to all the shareholders of the Transferor Company as per the following ratio:

"7,807 (Seven Thousand Eight Hundred Seven) equity share of face value of Rs. 10/- (Rupees Ten Only) each and 16,117 (Sixteen Thousand One Hundred Seventeen) redeemable non-convertible preference shares of face value of Rs. 10/- (Rupees Ten Only) each of the Transferee Company, for every 19 (Nineteen) fully paid-up equity share of face value of Rs. 10/- (Rupees Ten Only) each of the Transferor Company."

Calculation:

No.	Particulars	Transferee Company / RCVPL		Transferor Company / RSDPL	
		Value per share (INR)	Weight	Value per share (INR)	Weight
A	Market Approach	NA	-	NA	-



B	Income Approach based on DCF Method	(244.33)	75%	NA	-
C	Asset / Cost based approach	(325.57)	25%	12,591.99	100%
I.	Relative Valuer per Share	(264.64)	-	12,591.99	-
II.	Relative Valuer per Share considered for determining fair exchange ratio	10		12,591.99	
III.	Exchange Ratio for issue of Equity Shares (rounded off)	7,807		19	
IV.	Exchange Ratio for issue of redeemable non-convertible preference shares (rounded off)	16,117		19	

Source: The above calculation/Share Exchange Ratio are based on the valuation report dated December 31, 2021 ("Valuation Date") prepared independently by Mayur Popat, Independent Registered valuer appointed by the Board of RCVPL (hereinafter both referred to as "Valuer"), appointed for recommending the Share Exchange Ratios for the Merger (the "Valuation Report").

The Board has appointed Khambatta Securities Limited ("KSL" or "we" or "us"), a Category I Merchant Banker registered with SEBI having its registration no. INM000011914, vide an engagement letter dated December 27, 2021 to issue a fairness opinion to the Company in relation to the Share Exchange Ratio recommended by the Valuer and as set out in the Valuation Report.

This Fairness Opinion Report is issued in terms of "SEBI Scheme Circular" means the master circular in relation to scheme of arrangement issued by SEBI having No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 covering all circulars issued by SEBI in relation to scheme of arrangement including any amendments or modifications thereof, and any other circular issued pursuant to Regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").



This opinion is subject to the scope, limitations and disclaimers detailed herein.

Scope of our review:

In arriving at the opinion set out below, we have, among other things:

1. reviewed the Valuation Report and discussed the same with the Valuer;
2. reviewed the draft Scheme Document ("Draft Scheme");
3. reviewed certain publicly available business information on the Company, the Transferor Company;
4. reviewed the annual report of the Company for the financial year ending March 31, 2021, 2020 & 2019;
5. reviewed the reported price of the Company's shares for the last one year;
6. SEBI Regulation for issue of shares through preferential issue;
7. background information provided through emails or during discussion.

We have also obtained further explanations and information considered reasonably necessary for our exercise, from the management and discussed with management the past and current business operations or the financial condition of the Companies.

Procedure Adopted:

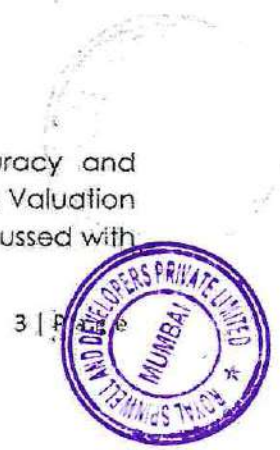
In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and qualitative information from the management and obtained data available in public domain;
- Discussions with the Management to understand the business and fundamental factors that affect its earning-generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance of the Companies;
- Discussions with the Valuer to understand the valuation methodology adopted and reviewed internationally accepted valuation methodology/(ies) as considered appropriate in relation to the Companies and the Transaction;
- Researched publicly available market data including economic factors and industry trends that may impact the valuation.

Assumptions and limitations:

In giving our opinion:

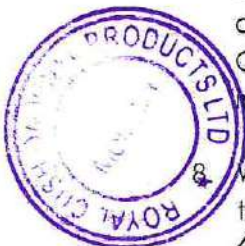
1. We have relied without independent verification, upon the accuracy and completeness of all of the information (including, without limitation the Valuation Report) that was made available to us or publicly available or was discussed with



or reviewed by us (including the information set out above) and have assumed such accuracy and completeness for the purpose of providing this opinion;

2. We have relied on the assessment of RCVPL's management on the commercial merits of the Merger, including that the Merger is in the best interests of the Company and its shareholders as a whole;
3. While we have used various assumptions, judgements and estimates in our inquiry, which we consider reasonable and appropriate under the circumstances, no assurances can be given as to the accuracy of any such assumptions, judgments and estimates;
4. We have assumed that all governmental, regulatory, shareholder and other consents and approvals necessary for the Merger will be obtained in a timely manner without any adverse effect on the Company;
5. We have not made any independent evaluation or appraisal of the assets and liabilities of the Company, the Transferor Company and we have not been furnished with any such evaluation or appraisal, nor have we evaluated the solvency or fair value of the Company, the Transferor Company under any laws relating to the bankruptcy, insolvency or similar matters;
6. We have not conducted any independent legal, tax, accounting or other analysis of the Company or of the Merger and when appropriate we have relied solely upon the judgements of the Company's legal, tax, accountants and other professional advisers who may have given such advice to the Company without knowledge or acceptance that it would be relied upon by us for the purpose of this opinion. We have not included the legal and tax effects of any reorganization or transaction costs that may arise as a result of the Merger in our analysis. In addition, we have not performed any independent analysis of the situation of the individual shareholders of the Company, including with respect to taxation in relation to the Merger and express no opinion thereon;
7. We have not undertaken independent analysis of any potential or actual litigation, regulatory action, possible un-asserted claims, or other contingent liabilities to which the Company, the Transferor Company is or may be a party or is or may be subject, or of any government investigation of any possible un-asserted claims or other contingent liabilities to which the Company, the Transferor Company is or may be a party or is or may be subject, and relied on the information provided by the management of the companies;

We have not conducted any physical inspection of the properties or facilities of the Company, the Transferor Company;



- 9. We have assumed that the Merger will be consummated on the terms set forth in the Scheme Document and that the final version of the Scheme Document will not change in any material respect from the draft version we have reviewed for the purpose of this opinion;
- 10. We have assumed that the Share Exchange Ratio will not be subject to any adjustments and express no opinion regarding any adjustments to the Share Exchange Ratio after the date of this opinion;
- 11. We have assumed that the management of the Company are not aware of any facts or circumstances that would make any information necessary for us to provide this opinion inaccurate or misleading and that the management have not omitted to provide us with any information which may be relevant to the delivery of this opinion.

Our opinion is necessarily based on the information made available to us as of, the date hereof. It should be understood that subsequent developments may affect the opinion and that we do not have any obligation to update, revise or reaffirm this opinion.

We are expressing no opinion herein as to the price at which any securities of the Transferee Company will trade at any time.

Relationship with Khambatta Securities Limited:

Khambatta Securities Limited ("KSL") was not requested to, and did not, provide advice concerning the structure, the Share Exchange Ratio or any other aspects of the Merger or to provide services other than the delivery of this Fairness Opinion. KSL did not participate in negotiations with respect to the terms of the Merger and any related transactions. Consequently, KSL has assumed that such terms are the most beneficial terms from the Company's perspective that could under the circumstances be negotiated with the Transferor Company.

We will receive a fee from the Company for rendering this opinion which is not contingent upon the results reported and fair-ness opinion provided by us. We will not be liable for any losses, Claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Companies, their directors, employees or agents.

In the past 5 years, KSL and its affiliates have not provided any advisory and merchant banking services to the Transferor Company and its affiliates but in future KSL may continue to provide such services to the Transferee Company and its affiliates and the Transferee Group and receive fees in relation thereto. Such services include, without limitation, providing advisory and merchant banking services to



the Transferee Company, The Transferor Company and its affiliates in relation to the Merger. It is prudent to note that Khambatta Securities Limited, an affiliate of KSL, may, in the ordinary course of their business, trade in the equity or other listed securities of the Transferee Company for their own accounts, or for the accounts of its customers. However, we have adopted appropriate mechanisms and procedures to comply with the Model Code, as prescribed in Schedule I of Regulation 12 of SEBI (Prohibition of Insider Trading) Regulations, 1992.

Other Limitations:

This opinion is addressed to and provided solely for the Board of Directors of the Company exclusively in connection with and for the purposes of its evaluation of the fairness of the Share Exchange Ratio. This letter shall not confer rights or remedies upon, and may not be used or relied on by, any holder of securities of the Company, any creditor of the Company or by any other person other than the Board of Directors of the Company.

KSL is acting for the Board of Directors of the Transferee Company and no one else in connection with the Merger and will not be responsible to any person other than the Board of Directors of the Transferee Company for providing this opinion. Neither the existence of this letter nor its contents may be copied in whole or in part, or discussed with any other parties, or published or made public or referred to in any way, without our prior written consent in each instance, except that this opinion may be described in and included in its entirety in the Scheme Document. We take no responsibility or liability for any claims arising out of any such disclosure and we specifically disclaim any responsibility to any third party to whom this opinion may be shown or who may acquire a copy of this opinion.

This opinion shall be governed by the laws of India.

This Report does not constitute a solvency opinion or an investment recommendation and should not be construed as such either for making or divesting investment. Our work does not constitute an audit or certification or due diligence of the past financials of the Company, the Transferor Company and we have relied upon the information provided to us by the Company and the Valuer as regards such working results.

Specifically, this opinion does not address the commercial merits of the Merger nor the underlying decision by the Company to proceed with the Merger nor does it constitute a recommendation to any shareholder or creditor of the Company as to how such shareholder or creditor should vote with respect to the Merger or any other matter.

The ultimate responsibility for the decision to recommend the Merger rests solely with the Board of Directors of the Transferee Company.



Our Analysis:

For the purpose of forming our opinion and the Report, we have primarily relied on the Valuation Report and our discussions with the Valuer.

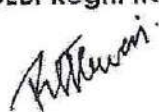
As per the current market valuation standards, any valuation exercise can be carried out using various methodologies including, but not limited to, Market Multiple method, Net Asset Value method and Discounted Cash Flow method and the appropriateness of the valuation methodology depends on various factors. Basis our discussions with the Valuer, we were informed that taking into consideration the market conditions, to ensure the appropriateness and uniformity in the valuation, the Valuer has adopted the Discounted Cash Flow methodology for all the Companies by adopting appropriate assumptions in light of the current market conditions.

Conclusion:

Based on the foregoing discussion including the relative fair value of equity shares of both Companies using the valuation approach and methods as referred in this report, the statutory requirement of issue of shares by the Transferee Company at a price not below the face value of such shares and statutory limitation on fresh issue of equity shares of the Transferee Company to the shareholders of the Transferor Company in order to ensure that the equity shareholding / voting rights of the Promoter and Promoter Group of the Transferee Company post the effectiveness of the Scheme do not exceed the permissible non-public shareholding and we are of the opinion that, as of the date hereof, the Share Exchange Ratio are fair, from a financial point of view, to the shareholders of the Company.

Thanking you,

For,
Khambatta Securities Limited
Category - I Merchant Banker
SEBI Regn: INM000011914



Ronak Jhaveri
Authorised Signatory



Date: January 04, 2022

Place: Mumbai



Background:**Royal Cushion Vinyl Products Limited or The Transferee Company**

"Royal Cushion Vinyl Products Limited" or "RCVPL" or "Transferee Company" is a public limited company incorporated under the provisions of the Companies Act, 1956, having corporate identity number L24110MH1983PLC031395 and having its registered office at 60 CD "Shlok" Government Industrial Estate Charkop, Kandivali (West), Mumbai 400067, Maharashtra India. The equity shares of the Transferee Company are listed on the BSE Limited ("BSE").

The Transferee Company is primarily engaged in the business of manufacturing and supplying of PVC floor covering, PVC sheets and PVC Leathercloth. The main objects as set out in the Memorandum of Association is as under:

"To manufacture and sell floor coverings, wall coverings and other articles made from Poly Vinyl Chloride and/or Polyurethane."

Board of Directors as on October 1, 2021

Name of Directors	Director Identification Number
Jayesh Motasha Amritlal	00054236
Mahesh Kantilal Shah	00054351
Avani Pandit Jolly	08386003
Harsha Shah Mukesh	08386011

Capital structure as on October 1, 2021

Particulars	Amount (in Rs.)
Authorised Capital	
3,00,00,000 Equity Shares of Rs. 10/- each	30,00,00,000/-
Total	30,00,00,000/-
Issued, Subscribed and Paid-up Capital	
1,20,67,212 Equity Shares of Rs. 10/- each fully paid-up	12,06,72,120/-
Total	12,06,72,120/-



Shareholding pattern as on October 1, 2021

Shareholders Category	No. of Equity Shares held	% of Shareholding
Promoter and Promoter Group	79,83,128	66.16%
Public	40,84,084	33.84%
Total	1,20,67,212	100%

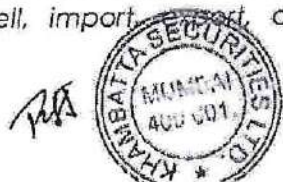
Royal Spinwell and Developers Private Limited or The Transferor Company

"Royal Spinwell and Developers Private Limited" or "RSDPL" or "Transferor Company" is a private limited company incorporated under the provisions of the Companies Act, 1956, having corporate identity number U17120MH1991PTC062262 and having its registered office at 60 CD "Shlok" Government Industrial Estate Charkop, Kandivali (West), Mumbai 400067, Maharashtra India. The securities of the Transferor Company are not listed on any stock exchange in India or abroad.

The Transferor Company was incorporated with an object to primarily engaged in the business of manufacturing and trading in yarn, fibres and textiles. Further, the main object clause of the Transferor Company provides for engaging in the business of development and sale of the land / properties / real estate assets of the company. The main object as set out in the Memorandum of Association is as under:

"1. To carry on the business of manufacturers, spinners, weavers, agents, importers, exporters or otherwise as dealers of yarn of all kinds and descriptions, whether man-made or otherwise and whether or not mixed with fibers of vegetable, mineral or animal origin, manufacturing such fibers & fiber products of all kinds with or without mixing fibers of other origin above- described, by any process and also the business of manufacturing, ginning, preparing, combing, spinning, weaving, processing, buying, selling, distributing, importing, exporting and dealing in yarn, fibers and textiles.

2. To carry on the business of manufactures of texturised yarn and processors of man-made fibers, or in general, of any fibers, filments, yarn and fabrics (whether textile, felted, looped or otherwise) manufactured and/or processed from any base whether organic or inorganic or compounds or mixtures thereof by physical, chemical or any other process or treatment and of spinning, twisting, blending, combing, weaving, knitting, bleaching, processing, dyeing, printing, making or otherwise turning to account any other fibers, yarn or fabrics or finished articles thereof and of dealing in the chemicals, dyestuffs, equipments, washing, bleaching and dyeing materials, raw materials, packing materials and all other requisite needed for all or any of the above purposes and of the by-products which can be conveniently produced thereof and to buy, sell, import, export, distributive, trade, stock, barter, exchange, make



advances upon speculate, enter into forward transactions or otherwise deal in all or any of the foregoing.

3. To purchase, sale, take on lease or in exchange, or otherwise acquire any lands and buildings, and any estate or interest in, and any rights connected with, any such lands and buildings and to develop and turn to account any land acquired by or in which the company is interested and in particular by laying out and preparing the same for commercial purposes and to develop any of its land as industrial/commercial plots under any scheme introduced by any state government or central government or jointly scheme of state and central government or any private bodies and to construct, reconstruct, alter, improve, decorate, renovate, furnish any building for commercial purpose such as offices, factories, warehouses, shops, wharves and conveyance such land by consolidating, connecting, sub-dividing such immovable properties and by leasing and disposing off the same. "

Board of Directors as on October 1, 2021

Name of Directors	Director Identification Number
Jayesh Motasha Amritlal	00054236
Vinod Kantilal Shah	00054667

Capital structure as on October 1, 2021

Particulars	Amount (in Rs.)
Authorised Capital	
1,00,000 Equity Shares of Rs. 10/- each	10,00,000/-
Total	10,00,000/-
Issued, Subscribed and Paid-up Capital	
10,020 Equity Shares of Rs.10/- each fully paid up	1,00,200/-
Total	1,00,200/-



Royal Cushion Vinyl Products Limited
 Cin no: L24110MH1983PLC031395
 "Shlok" 60 - CD,
 Govt. Industrial Estate, Charkop,
 Kandivali (W), Mumbai - 400 067
 Tel: + 91 22 32655828, 28603514, 16
 Website: www.rcvp.in

March 30, 2022

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

Ref: BSE Scrip Code: 526193

Dear Sir/Madam,

Subject: Submission of Report of Complaints

Reference: Application submitted for approval / obtaining No-objection letter under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, ("SEBI LODR Regulations") for the Scheme of Arrangement proposed to be filed under Sections 230-232 of the Companies Act, 2013

This is with reference to the Application No. 145816 ("Scheme Application") placed on the website of the BSE Limited on March 7, 2022 with respect to the Scheme of Arrangement in the nature of merger / amalgamation of Royal Spinwell and Developers 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").

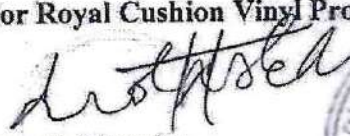
In this regard, we are enclosing 'Report of Complaints' in the prescribed format indicating 'NIL' complaints pursuant to SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 for period commencing from March 7, 2022 to March 27, 2022.

We request you to take the same on record and provide us the in-principal approval/ No Objection Letter for the abovementioned Scheme.

Thanking You,

Yours truly,

For Royal Cushion Vinyl Products Limited


Jayesh Motasha
 Director
 00054236



Royal Cushion Vinyl Products Limited

Cin no: L24110MH1983PLC031395

"Shlok" 60 - CD,

Govt. Industrial Estate, Charkop,

Kandivali (W), Mumbai - 400 067

Tel: + 91 22 32655828, 28603514, 16

Website: www.revpl.in

Complaints Report**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	NIL

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	N.A.	N.A.	N.A.

For Royal Cushion Vinyl Products Limited

Jayesh Motasha
Jayesh Motasha
 Director
 00054236
 Date: 30/03/2022



DCS/AMAL/TL/IP/2717/2023-24

April 06, 2023

The Company Secretary,
 Royal Cushion Vinyl Products Limited
 Shlok, 60 CD, Government Industrial Estate,
 Charkop, Kandivli (West), Mumbai,
 Maharashtra, 400067

Dear Sir,

Sub: Observation Letter regarding the Scheme of Arrangement amongst Royal Spinwell and Developers Private Limited and Royal Cushion Vinyl Products Limited and their respective shareholders and creditors

We are in receipt of the Scheme of Arrangement amongst Royal Spinwell and Developers Private Limited and Royal Cushion Vinyl Products Limited and their respective shareholders and creditors filed by Royal Cushion Vinyl Products Limited as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated April 03, 2023, has inter alia given the following comment(s) on the Scheme of Arrangement:

- a) "Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and Shareholders, while seeking approval of the scheme."
- b) "Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the Stock Exchange, from the date of receipt of this letter, is displayed on the websites of the Listed Company and the Stock Exchanges."
- c) "Company shall ensure compliance with the SEBI Circulars issued from time to time."
- d) "The entities involved in the scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."
- e) "Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- f) "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- g) "Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
- h) "Company is advised to incorporate the pre & post scheme details of Assets & Liabilities of RCVPL & RSPL, as applicable, and the rationale for arriving at the respective share entitlement ratios, as a part of the explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013."
- i) "Company is advised that the proposed Equity Shares to be issued in terms of the 'Scheme' shall mandatorily be in demat form only."




BSE Limited (Formerly Bombay Stock Exchange Ltd.)
 Registered Office : 25th Floor, P-I Tower, Dalal Street, Mumbai 400 001 India
 T: +91 22 2272 1233/34 E: corp.com@bseindia.com www.bseindia.com
 Corporate Identity Number: L67120MH2005PL0156188



- k) "Company to ensure that no changes to the draft Scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."
- l) "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT."
- m) "Company is advised to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
- n) "It is to be noted that the petitions are filed by the Company before Hon'ble NCLT after processing and communication of comments/observations on draft Scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- i. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- ii. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- iii. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

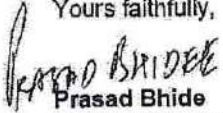
Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be is required to be served upon the Exchange seeking representations or objections if any.



In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, would be accepted and processed through the Listing Centre only and no physical filings would be accepted. You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

Prasad Bhide
Senior Manager

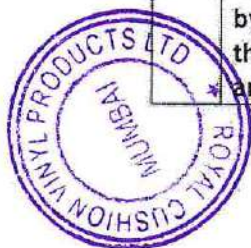

Tanmayi Lele
Assistant Manager



Annexure 11

The summary details of the ongoing adjudication & recovery proceedings, prosecution initiated and all enforcement action taken, if any, against Royal Cushion Vinyl Products Limited ("Transferee Company"), its promoters and directors:

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1.	Natroyal Industries Private Limited ("NIPL"), a group company, has taken certain credit facilities from State Bank of India, Mumbai ("SBI"). Some of the directors / promoters of the Transferee Company are guarantors to such credit facilities availed by NIPL. NIPL could not timely service the said credit facilities due to Covid-19 related situation and therefore, said loan account of NIPL was classified as non-performing asset by SBI in March 2021 and thereafter, SBI has filed a suit in Debts Recovery Tribunal, Mumbai ("DRT") against NIPL and its guarantors including the directors / promoters of the Transferee Company. The initial claim amount was Rs. 49.03 Crores as on December 31, 2021. Subsequently, NIPL has already paid an amount of Rs. 32.32 Crores against the claim amount of INR 49.03 Crores plus accrued interest. Therefore, the outstanding amount is Rs. 21.75 Crores, as acknowledge by SBI on October 12, 2023. Further, NIPL has paid an amount of INR 1.09 Crore against the said outstanding amount of INR 21.75 Crores.	State Bank of India	Pending – claim amount of SBI is being paid / settled by NIPL.	INR 21.75 Crores (net of payments already made)
2	The claimant, BHF Bank had filed a petition before the Hon'ble High Court at Bombay against the Transferee Company for recovery of certain claim amount, which was not acknowledged as debt by the Transferee Company / debt barred by limitation. The Said petition was dismissed by the Hon'ble High Court of Bombay vide an order dated June 26, 2019. Thereafter, the BHF Bank, under the name of ING Deutschland GmbH (as assignee) filed an Interim Application for restoration of the petition against the Transferee Company. The Transferee Company had already filed the affidavit in reply, in the subject matter and till date there are no adverse order/stay order/interim relief order passed by the Hon'ble High Court of Bombay, and hence the order dated June 26, 2019 is still in force.	BHF Bank / ING Deutschland GmbH	The Interim Application filed by claimant is pending for final disposal.	INR 45.86 Crores
3	Income Tax The Transferee Company has ongoing disputes with income tax authorities relating to tax treatment of certain items under the Income-tax Act, 1961 ("IT Act"). These disputes and/or disallowances have been raised by the income tax authorities. As at December 31, 2023, there are matters and/or disputes pending in appeal amounting to INR 0.46 Crores. The details of tax	Transferee Company.	Both the appeals are pending for final disposal	INR 0.46 Crores



Handwritten signature/initials.

	<p>demand for these assessment years are as follows:</p> <p>i. For assessment year 2004-05, the Assessing officer had disallowed deductions u/s 43B of IT Act for which penalty proceeding had been initiated u/s 271(1)(c) of IT Act, with a demand of INR 0.46 Crores. The Transferee Company has filed an appeal to CIT(A), which is pending for disposal.</p> <p>ii. For assessment year 2009-10, the Assessing officer had disallowed certain expense under the IT Act for which penalty proceeding had been initiated u/s 271(1)(c) of IT Act, with a demand of INR 28,562. The Transferee Company has filed Appeal to CIT(A), which is pending for disposal.</p>			
4	<p>Central Excise Duty On account of valuation / Cenvat credit / service tax, an original order was passed by the Assistant Commissioner of Central Excise, Customs and Service Tax, Vadodara-II for an alleged demand of Service tax of INR 0.01 Crore for the period April 2008 to September 2008. An appeal was filed before Commissioner (A) who remitted back the matter for fresh adjudication. The matter is pending for disposal.</p>	Transferee Company	The matter is pending for disposal.	INR 0.01 Crore
5	<p>Custom Duty During 1991, CESTAT stayed a demand order of INR 0.09 Crore passed against the Transferee Company for certain custom duty related disputes. The said matter is pending for disposal since many years.</p>	Transferee Company	The matter is pending for disposal.	INR 0.09 Crore
6	<p>Foreign Exchange Management Act ("FEMA") (previously know as Foreign Exchange Regulation Act ("FERA"))</p> <p>i. Under FEMA, a penalty of INR 1 Crores was imposed on the Transferee Company for non-realisation of certain amount for exports made by the Transferee Company. An Appeal was filed by the Transferee Company at Appellate Tribunal, FEMA – New Delhi. The matter is pending for disposal.</p> <p>ii. Assistant Director, Directorate of Enforcement (FEMA/PMLA) Mumbai, had imposed penalty of INR 0.49 Crore for non-submission of Bill of Entries for certain imports done by the Transferee Company. The matter relates to remittances done in 1997. An Appeal was filed at Appellate Tribunal, FEMA – New Delhi. The matter is pending for disposal.</p>	Transferee Company	The matters is pending for disposal.	INR 1.49 Crore



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of the dates on which all the conditions as referred to in Clause 21 of the Scheme has been complied including filing of certified copy of the order, sanctioning the Scheme, passed by the Hon'ble NCLT with the Registrar of Companies by the Transferor Company and the Transferee Company collectively.

3. The Scheme shall be effective from the Appointed Date but shall be operative from the Effective Date.

4. Rationale for the Scheme:

4.1. The Transferor Company was incorporated with an object to primarily engage in the business of manufacturing and trading in yarn, fibers and textiles. The Transferee Company is engaged in the business of manufacture and supplying of PVC floor covering, PVC sheets and PVC leathercloth. Both the Companies are held by the same controlling shareholders group.

4.2. RCVPL has a manufacturing plant / factory located at Garadhiya, Taluka Savli, District Vadodara, Gujarat on a part of the larger piece and parcel of land (referred to as the "RCVPL Larger Land"). The said manufacturing plant / factory is set-up on a small part of the said Larger Land (referred to as the "RCVPL Larger Land in Use") and the balance area of the said RCVPL Larger Land apart from the RCVPL Larger Land in Use is vacant and surplus (referred to as the "RCVPL Surplus Land").

4.3. The management of RCVPL has been exploring and evaluating to sell and monetise the surplus assets of RCVPL which includes RCVPL Surplus Land, which are not being used for its core business operations with an intent to generate funds which can be better deployed in its core business operations. In this regard, RCVPL has recently entered into a Memorandum of Understanding ("MOU") with a party ("Other Party to the MOU") who has expertise to sell and market industrial land parcels / plots whereby certain common minimum arrangement was agreed upon in relation to sell of RCVPL Surplus Land to ultimate interested buyers, who may be introduced by the Other Party to the MOU.

4.4. RSDPL is a group company of RCVPL and is related to the promoter and promoter group of RCVPL. RSDPL also owns and possesses a vacant piece and parcel of land at Garadhiya, Taluka Savli, District Vadodara, Gujarat, which is adjoining to and adjacent to RCVPL Larger Land (referred to as the "RSDPL Land"). RSDPL has also been exploring and looking to find suitable buyers / interested parties who are willing to purchase the RSDPL Land either in entirety or in parts at attractive market rates to maximise the monetisation from the surplus assets.

4.5. In the stated background and in order to consolidate the adjoining land parcels, namely RCVPL Surplus Land and RSDPL Land, owned by both the companies viz. RCVPL and RSDPL, with an objective to be in a better position to negotiate, market and monetise the consolidated larger land parcels to realise its full potential in an efficient and optimum manner including by way of joint-development, co-development, industrial plotting, outright sale etc., the management of RCVPL and RSDPL has proposed a scheme of arrangement under the provisions of the section 230 to 232 of the Companies Act, 2013 to provide for the merger of RSDPL into RCVPL.

4.6. The Scheme provides an opportunity to RCVPL to acquire and aggregate the RSDPL Land along with RCVPL Surplus Land to create a larger pool of land which can be monetised and marketed at better commercial considerations and at the same time, discharge the consideration for acquisition / aggregation of RSDPL Land through merger of RSDPL into RCVPL in non-monetary form by issue of its securities to the shareholders of RSDPL.

4.7. Further, merger of RSDPL with RCVPL will lead to a more efficient utilization, exploitation and monetisation of larger land parcels, better realisation of the cash / funds which would be generated from such monetisation of assets and larger pool of funds which can be better deployed for further business operations.

4.8. The merger of Companies will also provide ancillary benefits in the form of administrative and operational rationalization and promote organizational efficiencies with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters including administrative, managerial and other expenditure, and optimal utilization of resources by elimination of duplication of activities and related costs.



DISCLOSURE DOCUMENT COMPRISING OF APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS

This disclosure document ("Document") contains applicable information pertaining to the unlisted company, Royal Spinwell and Developers Private Limited ("Transferor Company"), involved in the proposed Scheme of Arrangement in the nature of merger/amalgamation of the Transferor Company with Royal Cushion Vinyl Products Limited ("Transferee Company" or "RCVPL") and their respective shareholders and creditors ("Scheme"), in the format specified for abridged prospectus as provided in SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022 in accordance with SEBI Master Circular No. SEBI/HO/CFD/POD- 2/P/CIR/2023/93 dated June 20, 2023. This Document should be read together with the Scheme.

THIS DOCUMENT CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

NO EQUITY SHARES ARE PROPOSED TO BE OFFERED PURSUANT TO THIS DOCUMENT

You may download the Scheme from the website of RCVPL i.e. www.rcvp.in and the stock exchanges where the equity shares of RCVPL are listed i.e. www.bseindia.com.

(Capitalised terms not defined herein shall have the meanings ascribed to them under the Scheme)

ROYAL SPINWELL AND DEVELOPERS PRIVATE LIMITED
CIN: U17120MH1991PTC062262, Date of Incorporation: June 28, 1991

Registered office	Corporate office	Contact person	E-mail and Telephone	Website
60CD, "Shlok", Government Industrial Estate, Charkop, Kandivali (West), Mumbai – 400067	Not applicable	Jayesh Motasha, Director	E-mail: deepti.sheth@natroyalgroup.com Telephone: 02228603514	Not applicable

**NAME OF PROMOTERS OF THE TRANSFEROR COMPANY:
MR. JAYESH MOTASHA AND MR. VINOD SHAH**

Mr. Jayesh Motasha and Mr. Vinod Shah are the promoters of the Transferor Company as on the date of this Document. Upon coming into effect of the Scheme, the Transferor Company will cease to exist as it will be amalgamated with and into RCVPL.

Details of Offer to Public:

Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size (by no. of shares or by amount in Rs)	Issue Under 6(1)/ 6(2)	Share Reservation		
					QIB	NII	RH
NOT APPLICABLE							

OFS: Offer for Sale

Given that this Document is prepared in connection with the Scheme, the relevant details about the Scheme of Arrangement is provided as under:

DETAILS OF THE SCHEME OF ARRANGEMENT AND LISTING

DETAILS OF THE SCHEME OF ARRANGEMENT

1. This Scheme of Arrangement in the nature of merger / amalgamation of Royal Spinwell and Developers Private Limited ("Transferor Company" / "RSDPL") with Royal Cushion Vinyl Products Limited ("Transferee Company" / "RCVPL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act") (hereinafter referred to as the "Scheme" / "Scheme") is proposed.
2. The Appointed Date of the Scheme means the opening of business on October 1, 2021 or such other date as the Hon'ble National Company Law Tribunal ("NCLT") may allow or direct and which is acceptable to the Board of Directors of the Transferor Company and the Transferee Company. The Effective Date of the Scheme means the last



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Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP- NOT APPLICABLE

Period	Weighted Average Cost of Acquisition (in ₹)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price Lowest Price- Highest Price (in ₹)
Trailing Eighteen Month from the date of RHP	NOT APPLICABLE		

WACA: Weighted Average Cost of Acquisition shall be calculated on fully diluted basis for the trailing eighteen months from the date of RHP

RISKS IN RELATION TO THE FIRST OFFER

The shares are proposed to be issued to the shareholders of the Transferor Company pursuant to the Scheme of Arrangement and not to public at large and hence these details are NOT APPLICABLE.

GENERAL RISKS

Investment in equity & equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does, SEBI guarantee the accuracy or adequacy of the contents of the Scheme or this Document.

Transferor Company would be amalgamated with and into the Transferee Company. Specified attention of the investors is invited to the section titled "Internal Risk Factors" on page 7 of this Document.

PROCEDURE

The procedure with respect to public issue/ offer would not be applicable as this issue as share are proposed to be issued only to the shareholders of the Transferor Company, pursuant to the Scheme of Arrangement, without any cash consideration. Hence, the procedure with respect to a General Information Document is not applicable.

PRICE INFORMATION OF BRLM's*

Issue Name	Name of Merchant Banker	+/- % change in closing price, (+/- % change in closing benchmark)- 30th calendar days from listing	+/- % change in closing price, (+/- % change in closing benchmark)- 90th calendar days from listing	+/- % change in closing price, (+/- % change in closing benchmark) - 180th calendar days from listing
NOT APPLICABLE				

Name of Merchant Banker and contact details (telephone and email id) of each BRLM / Merchant Banker	<p>Kunvarji Finstock Pvt. Ltd SEBI Registration Number: MB/INM000012564 Address: Kunvarji, B-wing, Siddhivinayak Towers, Off S.G. Road, Ahmedabad-380051. Telephone Number: 91-7966669000 Email Id: mb@kunvarji.com Investors Grievance Id: MB.investorgrievances@kunvarji.com Website: https://kunvarji.com/ Contact Person: Satish Bhanushali CIN: U65910GJ1986PTC008979</p>
Name of Syndicate Members	NOT APPLICABLE

In case of issues by Small and Medium Enterprises under Chapter IX, details of the market maker to be included - Not Applicable.



4.9. Thus, with an intent to achieve aforesaid objectives and further in order to consolidate, streamline and effectively merge the Transferor Company and the Transferee Company in a single entity it is intended that the Transferor Company be merged / amalgamated with the Transferee Company.

4.10. In view of the aforesaid objectives, the Board of Directors of the Transferor Company and the Transferee Company have considered and proposed the amalgamation for the transfer and vesting of the Undertaking of the Transferor Company (as defined in the Scheme) and business of the Transferor Company with and into the Transferee Company and other ancillary and incidental matters stated herein, with an opinion that the amalgamation and other provisions of the Scheme would benefit the shareholders, employees and other stakeholders of the Transferor Company and the Transferee Company.

4.11. The amalgamation of the Transferor Company with the Transferee Company will combine the business, activities and operations of the Transferor Company and the Transferee Company into a single company with effect from the Appointed Date and shall be in compliance with the provisions of the Income-tax Act, 1961 including Section 2(1B) thereof or any amendments thereto.

5. Consideration under the Scheme:

In consideration for the amalgamation of the Transferor Company, the Transferee Company shall issue and allot its equity shares on proportionate basis to shareholders of the Transferor Company as on the Effective Date, in the manner given below:

"7,807 (Seven Thousand Eight Hundred Seven) equity share of face value of Rs. 10/- (Rupees Ten Only) each of the Transferee Company and 16,117 (Sixteen Thousand One Hundred Seventeen) NCRPS of face value of Rs. 10/- (Rupees Ten Only) each of the Transferee Company, for every 19 (Nineteen) fully paid-up equity share of face value of Rs. 10/- (Rupees Ten Only) each of the Transferor Company".

LISTING

The equity shares of the Transferor Company are not listed on any recognised stock exchanges. The equity shares of the Transferee Company are listed on BSE Limited ("BSE"). The equity shares of the Transferee Company, issued as consideration to the shareholders of the Transferor Company, are proposed to be listed on BSE.

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (upto a maximum of 10 selling shareholders)

Name	Type	No of Shares offered/ Amount in Rs.	WACA in Rs. per Equity	Name	Type	No. of Shares offered / Amount in Rs.	WACA in Rs. per Equity
NOT APPLICABLE							

P: Promoter; PG: Promoter Group; OSS: Other Selling shareholder; WACA: Weighted Average Cost of Acquisition shall be calculated on fully diluted basis

Price Band, Minimum Bid Lot & Indicative Timelines	
Price Band*	NOT APPLICABLE
Minimum Bid Lot Size	
Bid/Offer Open On	
Bid/Closes Open On	
Finalisation of Basis of Allotment	
Initiation of Refunds	
Credit of Equity Shares to Demat accounts of Allottees	
Commencement of trading of Equity Shares	

*For details of price band and basis of offer price, please refer to price band advertisement and page xx of RHP- Not applicable



Market Share: Not applicable
Manufacturing plant, if any: Not applicable
Employee Strength: 0

BOARD OF DIRECTORS				
Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Experience & Educational Qualification	Other Directorships
1	Jayesh Motasha Amritlal (DIN: 00054236)	Director	Experience: He has a vast and varied experience of 40 years in all functions of the Company including financial, commercial and allied areas. Educational Qualification: Bcom Graduate from Mumbai University	Royal Cushion Vinyl Products Limited
2	Vinod Kantilal Shah (DIN: 00054667)	Director	Experience: He has a vast and varied experience of 47 years in all the functions of the Company including Operation/ production, Administration etc. Educational Qualification: B.E (Electrical)	NIL

OBJECTS OF THE ISSUE

Details of means of finance – **NOT APPLICABLE**

The fund requirements for each of the objects of the Issue are stated as follows: (₹ in crores)

Sr. No.	Objects of the Issue	Total estimate cost	Amount Deployed till	Amount to be financed from Net Proceeds	Estimated Net Proceeds Utilization	
					Fiscal 2024	Fiscal 2025
NOT APPLICABLE						

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issue, if any, of the Transferor Company in the preceding 10 years.- **NOT APPLICABLE**

Name of monitoring agency, if any- **NOT APPLICABLE**

Terms of Issuance of Convertible Security, if any

Convertible securities being offered by the Company	NOT APPLICABLE
Face Value / Issue Price per Convertible securities	
Issue Size	
Interest on Convertible Securities	
Conversion Period of Convertible Securities	
Conversion Price for Convertible Securities	
Conversion Date for Convertible Securities	
Details of Security created for CCD	



Name of Statutory Auditor	M/s. Shah and Kadam Address: 509/A, Atlantis Height, Near Genda Circle, Sarabhai Main Road, Vadodara – 390007, Gujarat, India Telephone No: 9428399648 Email Id: kalpeshshahca@yahoo.com Website: Not Applicable Contact Person: Mr. Kalpesh Shah Membership No: 197121 Firm Registration No. 117413W
Name of Registrar to the Issue and contact details (telephone and email id)	Not Applicable
Name of Credit Rating Agency and the rating or grading obtained, if any	
Name of Debenture trustee, if any.	
Self-Certified Syndicate Banks	
Non Syndicate Registered Brokers	Not Applicable
Details regarding website address(es)/ link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stockbrokers who can accept application from investor (as applicable)	Not Applicable

PROMOTER OF THE ISSUER COMPANY			
Sr. No.	Name	Individual/Corporate	Experience & Educational Qualification
1.	Jayesh Motasha	Individual	Experience: He has a vast and varied experience of 40 years in all functions of the Company including financial, commercial and allied areas. Educational Qualification: Bcom Graduate from Mumbai University
2.	Vinod Shah	Individual	Experience: He has a vast and varied experience of 47 years in all the functions of the Company including Operation/production, Administration etc. Educational Qualification: B.E (Electrical)

BUSINESS OVERVIEW AND STRATEGY
Company Overview: The Transferor Company was incorporated on June 28, 1991, as a private company under the Companies Act, 1956.
Product/Service Offering: The Transferor Company was incorporated with an object to primarily engage in the business of manufacturing and trading in yarn, fibres and textiles. Further, the main object clause of the Transferor Company provides for engaging in the business of development and sale of the land / properties / real estate assets of the company.
Revenue segmentation by product/service offering: Not applicable – There are no different revenue segments of the Transferor Company.
Geographies Served: Not applicable Revenue segmentation by geographies: Not applicable
Key Performance Indicators: The Transferor Company does not publish any key performance indicators other than financial information as stated in its audited financial statements.
Client Profile or Industries Served: Not applicable Revenue segmentation in terms of top 5/10 clients or Industries: Not applicable
Intellectual Property, if any: Not applicable



Shareholding Pattern:

Sr. No.	Particulars	Pre-Issue number of shares	% Holding of Pre issue
1.	Promoter and Promoter Group	10,020	100
2.	Public	0	0
	Total	10,020	100.00%

Number/amount of equity shares proposed to be sold by selling shareholders, if any- NOT APPLICABLE

STANDALONE AUDITED FINANCIALS

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Total income from operations (Net) ¹ (in ₹ '000)	Nil	Nil	Nil
Net Profit/ (Loss) before tax and extraordinary items ² (in ₹ '000)	33,74,64	(216)	(94)
Net Profit/ (Loss) after tax and extraordinary items (in ₹ '000)	33,74,64	(216)	(94)
Equity Share Capital (in ₹ '000)	100	100	100
Reserves and Surplus (in ₹ '000)	3,36,263	(1,200)	(985)
Net worth (in ₹ '000)	3,36,363	(1,100)	(885)
Basic earnings per share (in ₹) ³	33,679.03	(21.53)	(9.38)
Diluted earnings per share (in ₹) ³	33,679.03	(21.53)	(9.38)
Return on net worth (in %) ⁴	100.33	(19.64)	(10.62)
Net asset value per share (in ₹) ⁵	33,569	(110)	(88)

¹Total income from operations (Net) excludes the amount of other income as mentioned in the financial statements of the Transferor Company.

²Profit before tax and extraordinary items includes the amount of exceptional items.

³Basic and Diluted earnings per share are calculated after considering the exceptional items.

⁴Return on net worth % has been calculated by applying the following formula: Net Profit/ (Loss) after tax and extraordinary items divided by Net worth and multiplied by 100.

⁵Net asset value per share has been calculated by applying the following formula: sum of the balance of Equity Share Capital & Reserves and Surplus divided by number of outstanding equity shares.

⁶The transferor company is not required to prepare consolidated financial statements, as it does not have a subsidiary.

INTERNAL RISK FACTORS

The below mentioned risks are top 5 risk factors as per the Document:

1. Implementation of the Scheme completely depends on the approval of requisite majority of the members, creditors and regulatory authorities and if we are unable to manage timely compliance of such regulatory requirements, it may impact the Scheme. Any modification or revision in the Scheme suggested / directed by the competent authorities, which is not acceptable to the Board of Directors of the Transferee Company or the Transferor Company may adversely impact the proposals in the Scheme.
2. If we are unable to manage synergies arising out of the Scheme, our post-merger business, cash flows, financial conditions and prospects may be adversely affected.
3. The Transferor Company is presently an unlisted company, and its securities are presently not available for trading on any stock exchange.
4. The Transferor Company will be dissolved without winding up pursuant to the Scheme, which may or may not adversely affect the shareholders.
5. The Transferor Company had negative cash flows from operations in the previous financial years.



SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Transferor Company and amount involved:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs in Crores)
Transferor Company						
By the Transferor Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Transferor Company	Nil	Nil	Nil	Nil	1	21.75
Directors						
By our directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	1	21.75
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	1	21.75
Subsidiaries						
By our Subsidiaries	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Against our Subsidiaries	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

B. Brief details of top 5 material outstanding litigations against the Transferor Company and amount involved:

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1.	Natroyal Industries Private Limited ("NIPL"), a group company, has taken certain credit facilities from State Bank of India, Mumbai ("SBI"). The Transferor Company and directors / promoters of the Transferor Company are guarantors to such credit facilities availed by NIPL. NIPL could not timely service the said credit facilities due to Covid-19 related situation and therefore, said loan account of NIPL was classified as non-performing asset by SBI in March 2021 and thereafter, SBI has filed a suit in Debts Recovery Tribunal, Mumbai ("DRT") against NIPL and its guarantors including the Transferor Company and its directors / promoters. The initial claim amount was Rs. 49.03 Crores as on December 31, 2021. Subsequently, NIPL has already paid an amount of Rs. 32.32 Crores against the claim amount of INR 49.03 Crores plus accrued interest. Therefore, the outstanding amount is Rs. 21.75 Crores, as acknowledge by SBI on October 12, 2023. Further, NIPL has paid an amount of INR 1.09 Crore against the said outstanding amount of INR 21.75 Crores.	State Bank of India	Pending – claim amount of SBI is being paid / settled by NIPL.	INR 21.75 Crores (net of payments already made)

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any: NIL

D. Brief details of outstanding criminal proceedings against Promoters: NIL

ANY OTHER IMPORTANT INFORMATION AS PER BRLM / ISSUER COMPANY

NIL



DECLARATION BY THE TRANSFEROR COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be have been complied with and no statement made in the Document is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Document are true and correct.

For Royal Spinwell and Developers Private Limited



Jayesh Motasha
Director
00054236

Place: Mumbai
Date: January 5, 2024

