

**Royal Cushion Vinyl Products Limited**  
 Cin no: L24110MH1983PLC031395  
 "Shlok" 60 – CD,  
 Govt. Industrial Estate, Charkop,  
 Kandivali (W), Mumbai – 400 067  
 Tel: + 91 22 28603514, 16  
 Website: [www.rcvp.in](http://www.rcvp.in)  
 Email:- legalho83@gmail.com

November 10, 2023

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

Dear Sir,

**Scrp Code No. 526 193**

**Sub: Outcome of the Board Meeting**

Further to our letter dated 01<sup>st</sup> 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

*Mahesh Sbah*  
 Mahesh Sbah  
 Managing Director  
 00054351





ROYAL CUSHION VINYL PRODUCTS LIMITED						
Regd. Office: 150 CD Shikr Govt. Ind. Estate, Charkop, Kandivali (West), Mumbai-400 067						
CIN: L24110MH1983PLC091395; Website: www.rcvp.in; Email: legalrcvp@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)	31.09.2023 (Audited)
I Revenue from operations	1,224.70	909.74	1,376.87	2,134.44	2,968.74	5,109.25
II Other incomes	1,086.24	3.58	1,667.85	1,089.82	1,607.63	1,865.90
III Total Income (III)	2,310.94	913.32	3,044.50	3,224.26	4,576.37	7,075.14
IV Expenses:						
Cost of materials consumed	861.25	674.66	1,072.47	1,535.92	2,634.29	4,164.63
Changes in inventories of finished goods, stock in trade and work in progress:	3.00	509.20	127.38	112.20	90.73	335.71
Employee benefits expense	138.35	130.14	133.99	268.49	282.62	544.10
Finance costs	69.38	67.18	143.48	136.54	236.48	374.92
Depreciation and amortisation expense	35.32	85.29	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	1,935.81	2,748.39	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	532.95	19.44
VI Exceptional items:	22,960.45	-	-	22,960.45	-	-
VII Profit/(loss) before tax	23,712.52	(377.21)	1,108.69	23,395.31	532.95	19.44
VIII Tax Expense:	-	-	-	-	-	-
IX Loss for the period	23,712.52	(377.21)	1,108.69	23,395.31	532.95	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/(Loss) and Other Comprehensive Income for the period	23,710.30	(379.44)	1,108.56	23,390.86	532.69	10.55
XII Earnings per equity share (for continuing operations)						
(1) Basic	196.50	(3.18)	9.19	193.38	4.91	0.16
(2) Diluted	196.50	(3.18)	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 8.60 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 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, 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 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 filed 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) 66,21,280 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) 1,86,30,000 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  
(DIN: 00054331)





ROYAL CUSHION VINYL PRODUCTS LIMITED		
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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)
<b>ASSETS</b>		
<b>(1) Non-current Assets</b>		
(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
<b>Total Non Current assets</b>	<b>1,233.74</b>	<b>1,355.69</b>
<b>(2) Current Assets</b>		
(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
<b>Total Current Assets</b>	<b>1,612.34</b>	<b>1,513.24</b>
<b>TOTAL ASSETS</b>	<b>2,846.08</b>	<b>2,868.92</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
(a) Equity Share Capital	1,206.72	1,206.72
(b) Other Equity	(18,234.77)	(41,565.64)
<b>TOTAL EQUITY</b>	<b>(17,028.05)</b>	<b>(40,358.92)</b>
<b>Liabilities</b>		
<b>(1) Non-current Liabilities</b>		
(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
<b>Total Non current liabilities</b>	<b>15,331.29</b>	<b>38,233.56</b>
<b>(2) Current Liabilities</b>		
(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
<b>Total Current liabilities</b>	<b>4,542.85</b>	<b>4,994.28</b>
<b>TOTAL LIABILITIES</b>	<b>19,874.14</b>	<b>43,227.84</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>2,846.08</b>	<b>2,868.92</b>



For Royal Cushion Vinyl Products Ltd.

Authorized Signatory / Director



ROYAL CUSHION VINYL PRODUCTS LIMITED		
Regd. Office : 60 CD Shlok Govt. Ind. Estate, Charkop, Kandivall (West), Mumbai-400 067		
Cin:L24110MH1983PLC031395; 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)
<b>A Cash flow from Operating activities</b>		
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	(22,850.45)	
<b>Operating profit before working capital changes</b>	<b>(387.86)</b>	<b>(1,348.83)</b>
<b>Movements in working capital:</b>		
(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
<b>Cash generated from operation</b>	<b>(785.05)</b>	<b>(3,543.52)</b>
Income Tax paid	-	-
<b>Net Cash from operating activities (A)</b>	<b>(785.05)</b>	<b>(3,543.52)</b>
<b>B Cash flow from Investing activities</b>		
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
<b>Net Cash Used for Investing Activities (B)</b>	<b>1,116.77</b>	<b>1,767.51</b>
<b>C) Cash flow from financing activities</b>		
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)
<b>Net Cash Used from Financing Activities (C)</b>	<b>(251.54)</b>	<b>1,728.75</b>
<b>Net Increase in cash and cash collection ( A+B+C)</b>	<b>80.17</b>	<b>(47.26)</b>
Cash & Cash Equivalents at the beginning of the year	33.72	80.98
<b>Cash &amp; Cash Equivalents at the end of the year</b>	<b>113.89</b>	<b>33.72</b>
<b>Cash and Cash Equivalents shall comprise of:-</b>		
<b>Particulars</b>		
a. Balances with banks	108.52	33.10
b. Cash on hand	5.38	0.62
<b>Total</b>	<b>113.89</b>	<b>33.72</b>



For Royal Cushion Vinyl Products Ltd.

*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 55037  
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. : 0265-2328665, 2328672  
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., D.I.S.A. M. Com. 98257 68699  
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. 88798 25379

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



Head Office : 302 / 301, Centre Point, R. C. Dutt Road, Alkapuri, Vadodara-390007. Ph. : 0265-2338665, 2323577  
E-mail : bipin.smdt@gmail.com / bipin.co@gmail.com / amit\_d\_shah@rediffmail.com



**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**  
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**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





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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:
- Scheme of Arrangement;
  - 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;
  - 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;
  - 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



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





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- 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



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**Royal Cushion Vinyl Products Limited**

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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.

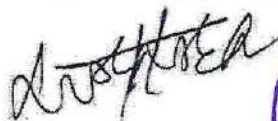
**3.4. Creditors:**

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



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





## 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)	-	-	-	-	1,89,23,554	54.45%	1,89,23,554	48.95%
(B)	Total Public Shareholding (B) = (B1) + (B2) + (B3) + (B4)	-	-	-	-	2,19,84,084	60.08%	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%
(C)	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%



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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](mailto:mayurpopat@jnmaandco.com)





**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

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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

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## MAYUR POPAT

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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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# MAYUR POPAT

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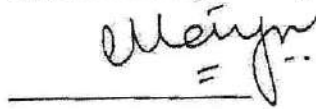
This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

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 AAABS1858

Date: December 31, 2021

Place: Vadodara





# MAYUR POPAT

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1. Introduction and Background information
2. Valuation Date, Valuation Standards, Procedures
3. Nature and sources of information
4. Valuation methodology, approach and analysis
5. Conclusion
6. Caveats, limitations and disclaimers





# MAYUR POPAT

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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.





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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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### 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



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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, razor 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



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## MAYUR POPAT

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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.)
<b>Authorised Capital</b>	
1,00,000 Equity Shares of Rs. 10/- each	10,00,000/-
<b>Total</b>	<b>10,00,000/-</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
10,020 Equity Shares of Rs.10/- each fully paid up	1,00,200/-
<b>Total</b>	<b>1,00,200/-</b>





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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:

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

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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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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### 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.



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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.

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 CDR Regulations, the issue price determined for the shares of the listed

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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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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:

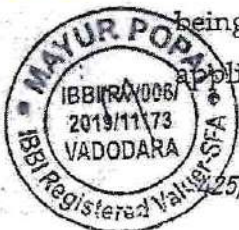
- Market Cap/ Sales Multiple
- Price/ Earnings Multiple
- Enterprise Value / EBIDTA Multiple

→ 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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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:

- a. 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.
- b. 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.
- c. 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.
- d. 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.
- e. 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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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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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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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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### 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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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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### 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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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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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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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.

## \* xiii. 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

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 8000334571

Email :- mayurpopat@jnmaandco.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.

\*\*\*\*\*



Annex - F 152  
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.

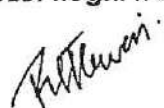
**Conclusion:**

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



## 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%
<b>Total</b>	<b>1,20,67,212</b>	<b>100%</b>

## 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 Kanflal Shah	00054667

**Capital structure as on October 1, 2021**

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



**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



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





**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

### 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



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



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."





- 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.



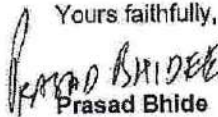
BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
Registered Office : 25<sup>th</sup> Floor, P.J. Tower, Dalal Street, Mumbai 400 001 India  
T: +91 22 2272 1233/34 E: corp.com@bseindia.com www.bseindia.com  
Corporate Identity Number: L67120MH2005PLG155188



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:

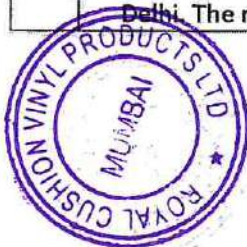
Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1.	Natroyal Industries Private Limited ("NIPL"), a group company, has taken certain credit facilities from State Bank of India, Mumbai ("SBI"). Some of the directors / promoters of the Transferee Company are guarantors to such credit 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	<b>Income Tax</b> 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



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	<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><b>Central Excise Duty</b> 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><b>Custom Duty</b> 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><b>Foreign Exchange Management Act ("FEMA") (previously know as Foreign Exchange Regulation Act ("FERA"))</b></p> <p>i. Under FERA, 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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**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](http://www.rcvp.in) and the stock exchanges where the equity shares of RCVPL are listed i.e. [www.bseindia.com](http://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: <a href="mailto:deepti.sheth@natroyalgroup.com">deepti.sheth@natroyalgroup.com</a> 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	RJI
<b>NOT APPLICABLE</b>							

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**

- 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.
- 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





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.





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





**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				

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:  <a href="mailto:MB.investorgrievances@kunvarji.com">MB.investorgrievances@kunvarji.com</a>            Website: <a href="https://kunvarji.com/">https://kunvarji.com/</a>            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.*





Name of Statutory Auditor	<b>M/s. Shah and Kadam</b> Address: 509/A, Atlantis Height, Near Genda Circle, Sarabhai Main Road, Vadodara – 390007, Gujarat, India Telephone No: 9428399648 Email Id: <a href="mailto:kalpeshshahca@yahoo.com">kalpeshshahca@yahoo.com</a> 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	<b>Experience:</b> He has a vast and varied experience of 40 years in all functions of the Company including financial, commercial and allied areas. <b>Educational Qualification:</b> Bcom Graduate from Mumbai University
2.	Vinod Shah	Individual	<b>Experience:</b> He has a vast and varied experience of 47 years in all the functions of the Company including Operation/production, Administration etc. <b>Educational Qualification:</b> B.E (Electrical)

BUSINESS OVERVIEW AND STRATEGY
<b>Company Overview:</b> The Transferor Company was incorporated on June 28, 1991, as a private company under the Companies Act, 1956.
<b>Product/Service Offering:</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 provides for engaging in the business of development and sale of the land / properties / real estate assets of the company.
<b>Revenue segmentation by product/service offering:</b> Not applicable – There are no different revenue segments of the Transferor Company.
<b>Geographies Served:</b> Not applicable
<b>Revenue segmentation by geographies:</b> Not applicable
<b>Key Performance Indicators:</b> The Transferor Company does not publish any key performance indicators other than financial information as stated in its audited financial statements.
<b>Client Profile or Industries Served:</b> Not applicable
<b>Revenue segmentation in terms of top 5/10 clients or Industries:</b> Not applicable
<b>Intellectual Property, if any:</b> 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	<b>Experience:</b> He has a vast and varied experience of 40 years in all functions of the Company including financial, commercial and allied areas. <b>Educational Qualification:</b> Bcom Graduate from Mumbai University	Royal Cushion Vinyl Products Limited
2	Vinod Kantilal Shah (DIN: 00054667)	Director	<b>Experience:</b> He has a vast and varied experience of 47 years in all the functions of the Company including Operation/ production, Administration etc. <b>Educational Qualification:</b> 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
<b>NOT APPLICABLE</b>						

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	<b>NOT APPLICABLE</b>
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	





**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
	<b>Total</b>	<b>10,020</b>	<b>100.00%</b>

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) <sup>1</sup> (in ₹ '000)	Nil	Nil	Nil
Net Profit/ (Loss) before tax and extraordinary items <sup>2</sup> (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 ₹) <sup>3</sup>	33,679.03	(21.53)	(9.38)
Diluted earnings per share (in ₹) <sup>3</sup>	33,679.03	(21.53)	(9.38)
Return on net worth (in %) <sup>4</sup>	100.33	(19.64)	(10.62)
Net asset value per share (in ₹) <sup>5</sup>	33,569	(110)	(88)

<sup>1</sup>Total income from operations (Net) excludes the amount of other income as mentioned in the financial statements of the Transferor Company.

<sup>2</sup>Profit before tax and extraordinary items includes the amount of exceptional items.

<sup>3</sup>Basic and Diluted earnings per share are calculated after considering the exceptional items.

<sup>4</sup>Return 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.

<sup>5</sup>Net 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.

<sup>6</sup>The 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)
<b>Transferor Company</b>						
By the Transferor Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Transferor Company	Nil	Nil	Nil	Nil	1	21.75
<b>Directors</b>						
By our directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	1	21.75
<b>Promoters</b>						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	1	21.75
<b>Subsidiaries</b>						
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**



**Annexure 13**

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.

(INR in Lakhs)

Particulars	As on September 30, 2021			
	Pre-Scheme		Merger Impact	Post-Scheme RCVPL
	RCVPL	RSDPL		
<b>ASSETS</b>				
<b>(1) Non-current assets</b>				
(a) Property Plant and Equipment	1,096.06	25.76	-	1,121.82
(b) Right of use assets	77.52	-	-	77.52
(c) Capital Work-in-Progress	52.62	-	-	52.62
(d) Investment Property	23.23	-	-	23.23
(e) Financial assets				
(i) Investments	17.73	-	-	17.73
(ii) Other Financial Assets	95.51	-	-	95.51
<b>Total Non Current assets</b>	<b>1,362.68</b>	<b>25.76</b>	-	<b>1,388.44</b>
<b>(2) Current Assets</b>				
(a) Inventories	1,071.35	-	-	1,071.35
(b) Financial Assets				
(i) Trade Receivables	313.02	-	-	313.02
(ii) Cash and Cash Equivalents	68.08	0.43	-	68.50
(iii) Bank Balances other than Cash and Cash Equivalents	20.04	-	-	20.04
(iv) Loans	7.28	-	-	7.28
(c) Other Current Assets	578.57	-	-	578.57
(d) Current Tax Assets	24.55	-	-	24.55
<b>Total current assets</b>	<b>2,082.89</b>	<b>0.43</b>	-	<b>2,083.31</b>
<b>TOTAL ASSETS</b>	<b>3,445.57</b>	<b>26.19</b>	-	<b>3,471.75</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share Capital	1,206.72	1.00	410.72	1,618.44
(b) Other Equity	-46,809.40	-12.97	-1,260.68	-48,083.05
<b>TOTAL EQUITY</b>	<b>-45,602.68</b>	<b>-11.97</b>	<b>-849.96</b>	<b>-46,464.61</b>
<b>Liabilities</b>				
<b>(1) Non-current Liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	33,724.89	-	849.96	34,574.85
(b) Provisions	5,882.28	-	-	5,882.28
<b>Total Non-current liabilities</b>	<b>39,607.17</b>	-	<b>849.96</b>	<b>40,457.13</b>
<b>(2) Current Liabilities</b>				
(a) Financial Liabilities				
(i) Trade Payables				
- Due to Micro and Small Enterprises	724.93	-	-	724.93
- Others	8,053.98	0.12	-	8,054.09
(b) Other current liabilities	653.59	-	-	653.59
(c) Provisions	8.58	1.49	-	10.07
(d) Long-term borrowing	-	36.55	-	36.55
<b>Total current liabilities</b>	<b>9,441.07</b>	<b>38.16</b>	-	<b>9,479.23</b>
<b>Total liabilities</b>	<b>49,048.25</b>	<b>38.16</b>	<b>849.96</b>	<b>49,936.37</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>3,445.57</b>	<b>26.19</b>	-	<b>3,471.75</b>

Note: Pursuant to the Scheme, the entire equity share capital of the Transferor Company shall stand cancelled and all the assets and liabilities of the Transferor Company shall be transferred to the Transferee Company and the Transferor Company shall be dissolved without winding up, on an order made by the Hon'ble NCLT. Hence Post-Scheme balance sheet of the Transferor Company is not applicable.

