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To,

The Board of Directors,

M/s.Royal Cushion Vinyl Products Limited

60 CD "Shlok", Government Industrial Estate,

Charkop, Kandivali (West), Mumbai 400067,

Maharashtra, India.

Subject: Independent Auditor's Certificate on compliance for pricing of equity shares in accordance with Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

1. We, Manek & Associates, Chartered Accountants, the statutory auditors of M/s.Royal Cushion Vinyl Products Limited ("RCVPL" or "**Company**") have been requested by the Company to certify on the accompanying statement of computation for arriving at the applicable minimum price per share ("**Accompanying Statement**") in compliance with the terms of Regulation 164 and Regulation 166A of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**") read with Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 in relation to the scheme of arrangement ("**SEBI Scheme Circular**"). The said shares are proposed to be issued and allotted to the shareholders of M/s.Natroyal Industries Private Limited pursuant to the Scheme of Arrangement in nature of merger / amalgamation of Natroyal Industries Private Limited ("**NIPL**" or "**Transferor Company**") with M/s.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**"). This certificate is required by RCVPL for onward submission to the BSE Limited ("**BSE**") and if required, to the Securities and Exchange Board of India ("**SEBI**") and other regulatory authorities.

Management's Responsibility

2. The preparation of the Accompanying Statement including preparation and maintenance of all accounting and other relevant supporting records and documents, is the responsibility of the management of RCVPL. This responsibility includes design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Accompanying Statement and applying appropriate basis of preparation and making estimates that are reasonable in the circumstances.

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3. The management of the Company is also responsible for ensuring that RCVPL complies with all the regulatory requirements, as applicable, for the purpose of furnishing the Accompanying Statement and for providing all relevant information to the SEBI and BSE. In addition, the management is responsible for ensuring that RCVPL complies with the SEBI ICDR Regulations & Scheme Master Circular including the below requirements:
 - a. Determination of the 'relevant date', being the date of board meeting in which the Scheme is approved, in accordance with Regulation 161 of the SEBI ICDR Regulations and SEBI Scheme Circular.
 - b. Determination of the status of the equity shares of the Company as "frequently traded shares" as per Regulation 164(5) of SEBI ICDR Regulations.
 - c. Determination of the minimum price of the equity shares in accordance with Regulation 164(1) of Chapter V of the SEBI ICDR Regulations read with the SEBI Master Circular, being higher of Volume Weighted Average Price ("VWAP") of the related equity shares quoted on BSE for:
 - i. 90 trading days preceding the relevant date; or
 - ii. 10 trading days preceding the relevant date.
 - d. Determine if the Articles of Association of the Company provide for a method of determination of price which results in a floor price higher than that determined under Regulation 164(1) of SEBI ICDR Regulations.
 - e. Determination of applicability of provisions of Regulation 166A of SEBI ICDR Regulations to the issue of equity shares under the Scheme and if applicable, to obtain a valuation report from an independent registered valuer and consider the same for determining the floor price.

Auditor's Responsibility

4. Pursuant to the requirements of the SEBI ICDR Regulations and SEBI Scheme Circular, it is our responsibility to provide a reasonable assurance in the form of an opinion whether the minimum issue price of INR 32.05, as set out in the Accompanying Statement, of the equity shares proposed to be issued pursuant to the Scheme is in accordance with the requirements of Regulation 164 of the SEBI ICDR Regulations read with SEBI Scheme Circular.
5. Our scope of work did not include verification of compliance with other requirements of the SEBI ICDR Regulations, other circulars, notifications, etc. as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.

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6. A reasonable assurance engagement includes performing procedures to obtain sufficient and appropriate audit evidence on the reporting criteria mentioned above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the reporting criteria. Accordingly, we have performed the following procedures in order to verify the compliance with Regulation 164 and Regulation 166A of the SEBI ICDR Regulations:
 - a. Obtained and verified the Accompanying Statement from the management of the Company.
 - b. Obtained and verified the Articles of Association of the Company.
 - c. Obtained and reviewed the valuation report dated 130.08.2024 issued by Mr. Anandkumar Gawade, an independent registered valuer (Registration No. IBBI/RV/05/2019/10476).
 - d. Obtained a certified copy of the resolution passed at the meeting held on August 13, 2024, for the approval of the Scheme.
 - e. Performed necessary inquiries with, and obtained necessary representation from, the management of the Company, in this regard.
7. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard of Quality Control (SQC) 1, Quality Control for firms that Perform Audit and Reviews of Historical Financial Information, and Other Assurance Related Services Engagements.

Opinion

9. Based on the procedures performed by us as above and as per the information and explanations given to us, in our opinion, the minimum issue price for the proposed Scheme has been worked out at INR 32.05 (Indian Rupees Thirty-Two and Five Paise), in accordance with the provisions of Regulation 164 and Regulation 166A of the SEBI ICDR Regulations. The copy of the Accompanying Statement as prepared by the management of the Company, and initialled by us for identification purpose, is enclosed herewith as '**Annexure A**' to this certificate.

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Restriction on use

10. This Certificate is issued at the request of the Company, solely for the purpose of compliance of the requirement of SEBI ICDR Regulations read with SEBI Scheme Circular, for onward submission by the Company to BSE and is not intended to or does not provide any assurance to the Company or to any person that the price determined by the Company is or could be representative of the fair value of the shares. This Certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For Manek & Associates,
Chartered Accountants,
ICAI Firm Registration No. 126679W**


**Shailesh Manek
Partner
Membership No.: 034925**



Place: **Mumbai**

Date: **14 AUG 2024**

UDIN: **24034925BKGEID6265**

Enclosure: As above.

Annexure A

Statement of computation for arriving at the applicable minimum price per equity share of Royal Cushion Vinyl Products Limited as at the Relevant Date viz. August 13, 2024

(Forming part of Certificate dated August 14, 2024)

A. Calculation of floor price as per Regulation 164(1) of SEBI ICDR Regulations

I. 90 trading days volume weighted average price ("VWAP")

Date	No. of Shares	Total Turnover (INR)
12-Aug-24	45,053	13,31,011
09-Aug-24	3,06,216	86,51,145
08-Aug-24	4,50,806	1,14,43,954
07-Aug-24	4,28,925	1,10,42,079
06-Aug-24	13,08,068	3,54,07,819
05-Aug-24	5,680	1,61,503
02-Aug-24	60,513	18,10,548
01-Aug-24	1,37,986	43,45,179
31-Jul-24	29,535	9,93,845
30-Jul-24	13,941	4,88,444
29-Jul-24	24,826	8,86,433
26-Jul-24	11,901	4,19,399
25-Jul-24	9,941	3,66,006
24-Jul-24	2,630	97,902
23-Jul-24	18,627	6,71,800
22-Jul-24	7,214	2,68,547
19-Jul-24	15,970	5,85,982
18-Jul-24	16,239	6,15,359
16-Jul-24	40,082	15,61,165
15-Jul-24	11,243	4,38,820
12-Jul-24	15,196	5,86,202
11-Jul-24	25,329	9,78,710
10-Jul-24	7,003	2,76,031
09-Jul-24	10,151	4,08,789
08-Jul-24	76,051	31,85,066
05-Jul-24	12,999	5,59,769
04-Jul-24	95,714	42,16,054
03-Jul-24	10,624	4,26,288
02-Jul-24	15,111	6,03,220
01-Jul-24	9,165	3,66,050
28-Jun-24	3,407	1,40,455
27-Jun-24	12,673	5,36,844
26-Jun-24	6,895	2,94,809
25-Jun-24	8,799	4,03,916

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24-Jun-24	12,098	5,83,303
21-Jun-24	23,954	11,21,737
20-Jun-24	6,216	2,90,874
19-Jun-24	11,954	5,26,332
18-Jun-24	18,405	8,43,073
14-Jun-24	18,846	9,13,913
13-Jun-24	38,715	19,35,813
12-Jun-24	27,463	13,85,864
11-Jun-24	96,128	51,87,806
10-Jun-24	1,04,121	54,13,184
07-Jun-24	67,915	31,90,708
06-Jun-24	6,878	2,97,839
05-Jun-24	19,522	8,08,848
04-Jun-24	18,367	7,31,199
03-Jun-24	22,342	9,13,457
31-May-24	3,805	1,49,878
30-May-24	17,166	6,41,484
29-May-24	8,523	3,04,404
28-May-24	1,480	54,507
27-May-24	23,691	9,37,102
24-May-24	14,144	5,62,898
23-May-24	20,604	8,25,509
22-May-24	6,812	2,60,331
21-May-24	10,216	4,03,512
18-May-24	7,374	2,84,904
17-May-24	8,853	3,36,686
16-May-24	10,876	4,14,861
15-May-24	14,689	5,37,516
14-May-24	4,635	1,61,964
13-May-24	16,958	5,65,110
10-May-24	18,676	6,49,376
09-May-24	42,293	15,77,032
08-May-24	53,801	20,67,288
07-May-24	54,220	19,81,332
06-May-24	30,522	9,97,279
03-May-24	40,795	12,93,884
02-May-24	11,712	3,36,251
30-Apr-24	4,287	1,19,314
29-Apr-24	3,141	88,355
26-Apr-24	3,419	98,638
25-Apr-24	3,047	89,491
24-Apr-24	2,368	65,374
23-Apr-24	4,476	1,26,998
22-Apr-24	5,940	1,71,546

by



19-Apr-24	985	28,517
18-Apr-24	3,636	1,06,753
16-Apr-24	3,274	94,788
15-Apr-24	667	20,875
12-Apr-24	3,548	1,03,564
10-Apr-24	301	8,672
09-Apr-24	4,594	1,33,273
08-Apr-24	1,495	42,799
05-Apr-24	14,191	4,03,842
04-Apr-24	5,674	1,63,296
03-Apr-24	34,611	9,67,297
02-Apr-24	11,723	3,20,737
Total	42,80,659	13,72,10,330

II. 10 trading days volume weighted average price

Date	No. of Shares	Total Turnover (INR)
12-Aug-24	45,053	13,31,011
09-Aug-24	3,06,216	86,51,145
08-Aug-24	4,50,806	1,14,43,954
07-Aug-24	4,28,925	1,10,42,079
06-Aug-24	13,08,068	3,54,07,819
05-Aug-24	5,680	1,61,503
02-Aug-24	60,513	18,10,548
01-Aug-24	1,37,986	43,45,179
31-Jul-24	29,535	9,93,845
30-Jul-24	13,941	4,88,444
Total	27,86,723	7,56,75,527

III. Calculation of floor price

Particulars	Trading Turnover (INR)	Traded Shares (Qty)	VWAP
90 Trading Days VWAP	13,72,10,330	42,80,659	32.05
10 Trading Days VWAP	7,56,75,527	27,86,723	27.16
Higher of 90 Trading Days VWAP or 10 Trading Days VWAP			32.05

B. Calculation of floor price as per Regulation 166A of SEBI ICDR Regulations:

Regulation 166A of the SEBI ICDR Regulations provides that any preferential issue, which results in a change in control or allotment of more than 5% (five percent) of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. There is no change in




control involved pursuant to the Scheme. However, there will be an allotment of more than 5% of the post issue fully diluted share capital of the Company pursuant to the Scheme. In view of the above provisions and for the purpose of recommending the fair share exchange ratio for the purpose of the Scheme, the Company had engaged the services of a registered valuer namely CA Anandkumar Gawade, an independent registered valuer for Securities and Financial Assets and having IBBI Registration No. IBBI/RV/05/2019/10746 ("Registered Valuer") to determine the fair value of the equity shares of the Company. As per the Valuation Report dated August 13, 2024 issued by the Registered Valuer, the fair value of the equity shares of the Company is INR 21.75/-.

C. Conclusion:

Accordingly, the floor price of the Equity Shares of the Company is considered as INR 32.05/-, being higher of (i) floor price of INR 32.05/- determined as per Regulation 164 of SEBI ICDR Regulations; and (ii) the fair value per equity share of INR 21.75/- determined by the Registered Valuer in terms of Regulation 166A of SEBI ICDR Regulations.

For and on behalf of
Royal Cushion Vinyl Products Limited


Jayesh Motasha
Director
DIN: 00054236

