

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

Email: - legalho83@gmail.com

Website: www.rcvp.in

24th December, 2024

To,

BSE Limited

Corporate Relations Department

1st Floor, New Trading Ring, Rotunda Building,

Phiroze Jeebhoy Towers,

Mumbai - 400 001,

Maharashtra, India.

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

Dear Sir/Madam,

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

We wish to inform you that the Board of Directors of Royal Cushion Vinyl Products Limited (“**Company**”) at its meeting held on Tuesday, December 24, 2024, inter-alia, considered and approved the following matters: -

- 1) The Company to borrow funds from M/s. Capri Global Capital Limited (other than related party) pursuant to the provisions of section 179 and 180(1)(c) of the Companies Act, 2013.

The necessary information in relation to borrowing funds from M/s. Capri Global Capital Limited (other than related party) including in terms of Regulation 30 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with the SEBI Circular dated July 13, 2023 thereon is enclosed herewith as herein **Annexure A**

- 2) As per Section 179 and 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the Company create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events in favour of Financial Institutions i.e. M/s. Capri Global Capital Limited (other than related party).

- 2) The necessary information in relation to create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events in favour of Financial Institutions i.e M/s. Capri Global Capital Limited in terms of Regulation 30 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with the SEBI Circular dated July 13, 2023 thereon is enclosed herewith as herein **Annexure B**

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

Email: - legalho83@gmail.com

Website: www.rcvp.in

The aforesaid meeting of the Board of Directors of the Company commenced at 7.00 PM (IST) and concluded at 7.40 PM (IST).

We request you to kindly take these submissions on your record and disseminate the same.

Thanking you.

For and on behalf of

Royal Cushion Vinyl Products Limited

Mahesh Shah

Managing Director

DIN: 00054351

Enclosures: As above.

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

Email: - legalho83@gmail.com

Website: www.rcvp.in

Annexure A**The Company to borrow funds from M/s. Capri Global Capital Limited (other than related party) pursuant to the provisions of section 179 and 180(1)(c) of the Companies Act, 2013.**

The necessary information in relation to borrowing funds from M/s. Capri Global Capital Limited (other than related party) including in terms of Regulation 30 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with the SEBI Circular dated July 13, 2023 thereon is enclosed

Agreement	Loan agreement
Name(s) of party with whom the agreement is entered	Capri Global Capital Limited, Royal Cushion Vinyl Products Limited (RCVPL the said company), Vinod Kantilal Shah, Mahesh Kantilal Shah, Deepak Amritlal Motasha, Mukesh Amritlal Motasha, Suvrat Mahesh Shah and Jayesh Amritlal Motasha.
Purpose of entering into the agreement	To borrow funds/ Term Loan
Size of agreement	Rs. 28.42 crores
Shareholding, if any, in the entity with whom the agreement is executed	NIL
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	NIL
Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	Capri Global Capital Limited is not a related party but Vinod Kantilal Shah, Mahesh Kantilal Shah, Deepak Amritlal Motasha, Mukesh Amritlal Motasha, Suvrat Mahesh Shah and Jayesh Amritlal Motasha is a related party i.e. Promoter and Promoter Group.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	No

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

Email: - legalho83@gmail.com

Website: www.rcvp.in

In case of issuance of shares to the parties, details of issue price, class of shares issued;	--
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	--
In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):	--
Details of lender/borrower	Capri Global Capital Limited is a registered with the Reserve Bank of India as a non-banking financial company, having its registered office at 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai City, Mumbai, Maharashtra, India, 400013, having corporate identification number L65921MH1994PLC173469.
Nature of the loan	Term Loan
Total amount of loan granted/taken	Proposed Loan sanction of Rs. 28,42,00,000/- (Rupees Twenty-Eight Crores and Forty Two Lakhs only)
Total amount outstanding	The facility is proposed and principal loan amount is Rs. 28,42,00,000/- (Rupees Twenty-Eight Crores and Forty Two Lakhs only)
Date of execution of the loan agreement/sanction letter	Draft Loan agreement is proposed to be executed.
Details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis	a) First ranking exclusive charge on present and future immoveable assets of Royal Cushion Vinyl Products Limited (“RCVPL”) by way of registered mortgage along with all rights, title and interest held by the Borrower, together with all the present and future structures there upon; b) First ranking exclusive charge by way of hypothecation on all the movable assets, both present and future, of RCVPL, including plant & machinery, stores, spares, inventory, receivable and other current assets thereof, and cash-flows arising from business or otherwise;

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

Email: - legalho83@gmail.com

Website: www.rcvp.in

Annexure B

- 2) As per Section 179 and 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the Company create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events in favour of Financial Institutions i.e. M/s. Capri Global Capital Limited (other than related party).

The necessary information in relation to create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events in favour of Financial Institutions i.e M/s. Capri Global Capital Limited in terms of Regulation 30 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with the SEBI Circular dated July 13, 2023 thereon is enclosed

The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year;	100%
Date on which the agreement for sale has been entered into	The Security documents is proposed to be executed
The expected date of completion of sale/disposal	60 months
Consideration received from such sale/disposal;	No consideration is received, the Company has given Security as mortgage and charge is created. M/s. Capri Global Capital Limited has sanction a loan for an amount of Rs. 28.42 crores.
Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	The Company has given Security as mortgage and charge is created, so there is no such buyers.
Whether the transaction would fall within related party	No

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

Email: - legalho83@gmail.com

Website: www.rcvp.in

transactions? If yes, whether the same is done at “arm’s length”;	
Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Yes, the sale, lease or disposal of the undertaking is outside Scheme of Arrangement and as per Regulation 37A of LODR, we have received approval from the Members on same and majority votes are casted, as scrutinizer report is uploaded on the Company website i.e. www.rcvp.in and also on www.bseindia.com
Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable