

SEC: JC: 228

February 9, 2022

National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1,
G- Block, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051
SCRIP CODE: RPSGVENT

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
SCRIP CODE: 542333

Dear Sir/Madam,

Sub: Proceedings of the Extra-ordinary General Meeting (EGM) held on Wednesday, February 9, 2022 and Voting Results.

Pursuant to Regulation 30, Part - A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations), we enclose the summary of proceedings of the EGM of the Company held on Wednesday, February 9, 2022 ("Annexure-1").

Further pursuant to Regulation 44(3) of the SEBI Regulations, we are submitting herewith the declaration of the Voting Results along with the Consolidated Scrutinizer's Report, marked as "Annexure- II". The said results are also being uploaded on the Company's website and on the website of National Securities Depository Limited.

Kindly take the above in your record.

Yours faithfully,

For **RPSG Ventures Limited,**


Sudip Kr Ghosh
Company Secretary
ICSI Membership No. A18707



Encl: As above

Summary of the proceedings of the Extra-ordinary General Meeting (EGM)

A. Date, time and venue of the EGM

The EGM of the Company was held on Wednesday, February 9, 2022, through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated January 13, 2022 were transacted. The Meeting commenced at 11.00 a.m. (IST) and concluded at 11.35 a.m. (IST).

B. Proceedings in brief:

- Dr. Sanjiv Goenka, Chairman of the Board, was in the Chair in accordance with Article 85 of the Articles of Association of the Company.
- 39 members attended the meeting out of which 10 members were represented by their authorized representatives at the above EGM.
- The quorum being present, the Chairman declared the Meeting open and welcomed the members
- The Chairman then advised the Company Secretary to brief the members some of the basic rules relating to the EGM. The Company Secretary, inter-alia, stated the following:
 - a. The Company had provided the facility to the members to cast their votes through remote e-voting and e-voting at the meeting.
 - b. Documents as statutorily required to be maintained remained accessible electronically for inspection during the continuance of the Meeting.
 - c. Questions & Answers session for the registered speaker members was to commence after all the Resolutions in the Notice were tabled.
- In terms of the Notice dated January 13, 2022 convening the EGM of the Company, the following business items were placed for members consideration and approval:

<u>Item No</u>	<u>Details of the Agenda</u>	<u>Resolution required</u>
1	Reclassification of Authorized Share Capital and consequent alteration of Memorandum of Association.	Special
2	Issuance of Compulsorily Convertible Preference Shares on a preferential basis and matters related therewith	Special
3	Creation of Charge / Security on the Movable and Immovable Properties of the Company	Special
4	Appointment of Ms. Kusum Dadoo as a Non-Executive Independent Director of the Company	Special

RPSG VENTURES LIMITED

Company Secretary

- Chairman then invited the members, pre-registered as speaker, for their comments and observations. Chairman replied to their queries/comments suitably.
- Chairman thereafter announced that the voting results of all the Resolutions would be announced within two working days from the conclusion of the meeting and would also be posted on the Company's website (www.rpsgventuresltd.com) and website of NSDL. The same would also be displayed on the Notice Board at the registered office of the Company.
- He thereafter thanked the members for attending the EGM.

Voting by members:

The remote e-voting period began on Sunday, February 6, 2022 at 9.00 a.m. IST and had closed on Tuesday, February 8, 2022 at 5.00 p.m. IST.

The Company had provided remote e-voting facility to its members to cast votes electronically on all the items of business set out in the Notice. The facility to vote at the meeting, on these items of business set out in the Notice, through electronic voting system, was also made available to the members who participated in the meeting and had not cast their votes through remote e-voting.

Note: This letter does not constitute minutes of the proceedings of the Extra-ordinary General Meeting of the Company.

Yours faithfully,

For **RPSG Ventures Limited**,



Sudip Kr Ghosh
Company Secretary
ICSI Membership No. A18707



ANNEXURE -II

Extra-ordinary General Meeting (EGM) of RPSG Ventures Limited

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of EGM	February 9, 2022
2.	Total no. of shareholders on record date on February 2, 2022	47748
3.	No. of shareholders attended the meeting through Video Conferencing: Promoter & Promoter Group: Public:	 13 26
4.	Mode of Voting	E-voting

RPSG VENTURES LIMITED.



Company Secretary

RPSG Ventures Limited								
Type of Resolution : Special			1 - Reclassification of Authorised Share Capital and consequent alteration of Memorandum of Association.					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	14408125	14408125	100.000	14408125	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		14408125	100.000	14408125	0	100.000	0.000
Public Institutions	E-Voting	4050028	1363664	33.671	1363664	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		1363664	33.671	1363664	0	100.000	0.000
Public Non Institutions	E-Voting	8053256	56814	0.706	53469	3345	94.112	5.888
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		56814	0.706	53469	3345	94.112	5.888
Total		26511409	15828603	59.705	15825258	3345	99.979	0.021

RPSG VENTURES LIMITED

 Company Secretary

RPSG Ventures Limited

Type of Resolution : Special			2 - Issue of Compulsorily Convertible Preference Shares on a preferential basis.					
Whether promoter/ promoter group are interested in the resolution?			Other than Integrated Coal Mining Limited, none of the Promoter / Promoter Group are concerned or interested, in the resolution.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	14408125	14193053	98.507	14193053	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		14193053	98.507	14193053	0	100.000	0.000
Public Institutions	E-Voting	4050028	1363664	33.671	1363664	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		1363664	33.671	1363664	0	100.000	0.000
Public Non Institutions	E-Voting	8053256	56814	0.706	53339	3475	93.884	6.116
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		56814	0.706	53339	3475	93.884	6.116
Total		26511409	15613531	58.894	15610056	3475	99.978	0.022

RPSG VENTURES LIMITED

 Company Secretary

RPSG Ventures Limited								
Type of Resolution : Special			3 - Creation of Charge / Security on the movable and immovable properties of the Company.					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	14408125	14408125	100.000	14408125	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		14408125	100.000	14408125	0	100.000	0.000
Public Institutions	E-Voting	4050028	1363664	33.671	1363664	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		1363664	33.671	1363664	0	100.000	0.000
Public Non Institutions	E-Voting	8053256	56814	0.706	49664	7150	87.415	12.585
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		56814	0.706	49664	7150	87.415	12.585
Total		26511409	15828603	59.705	15821453	7150	99.955	0.045

RPSG VENTURES LIMITED

Company Secretary

RPSG Ventures Limited

Type of Resolution : Special		4 - Appointment of Ms. Kusum Dadoo as a Non-Executive Independent Director of the company.						
Whether promoter/ promoter group are interested in the resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	14408125	14408125	100.000	14408125	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		14408125	100.000	14408125	0	100.000	0.000
Public Institutions	E-Voting	4050028	1363664	33.671	1363664	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		1363664	33.671	1363664	0	100.000	0.000
Public Non Institutions	E-Voting	8053256	56814	0.706	55790	1024	98.198	1.802
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		56814	0.706	55790	1024	98.198	1.802
Total		26511409	15828603	59.705	15827579	1024	99.994	0.006

RPSG VENTURES LIMITED

 Company Secretary



MANOJ SHAW & CO.
COMPANY SECRETARIES

"PODDAR COURT" 18, Rabindra Sarani
Gate no. 1, 3rd Floor, Room No. 331,
Kolkata - 700001

☎ : 033-46031517
E-mail : shawmanoj2003@gmail.com
shawmanoj2003@yahoo.co.in

SCRUTINIZER'S REPORT- COMBINED

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon]

To,

**The Chairman
RPSG VENTURES LIMITED
CESC House, Chowringhee Square,
Kolkata- 700001**

Combined Scrutinizer's Report on Remote E-Voting in terms of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (and subsequent amendments thereon) and Voting through Electronic Voting System ("Instapoll") at the Extra-ordinary General Meeting (EGM) of RPSG Ventures Limited, held on 09th February, 2022 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

I, Manoj Prasad Shaw, Company Secretary in Practice having membership no. FCS: 5517, CP: 4194, Proprietor of Manoj Shaw & Co. was appointed by the Board of Directors of **RPSG VENTURES LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing the Remote E-voting and Instapoll, made available to those members who attended the EGM and did not cast their votes through Remote E-voting process, in a fair and transparent manner and ascertaining the requisite majority carried out, as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon and Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereon, in respect of the resolutions contained in the Notice convening the said EGM for approval of the members therein.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereon and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and subsequent amendments thereon, relating to voting through electronic means on the resolutions contained in the Notice of the said EGM.

My responsibility as a Scrutinizer for the Instapoll and Remote E-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and to make a Scrutinizer's Report for the votes cast "In Favour" or "Against" the resolutions as stated in the Notice of the said EGM, based on the report generated from the e-voting system provided by NSDL, the authorized Agency to provide e-voting facility, engaged by the Company.

In this regard, I submit my report as hereunder:-

1. The Company had provided facility of casting vote to the members of the Company through electronic means.
2. The Remote e-voting period remained open from Sunday, 06th February, 2022 (09:00 a.m. IST) and ended on Tuesday, 08th February, 2022, (5:00 p.m. IST).
3. The members of the Company holding shares as on Cut-off date i.e. 02nd February, 2022 were entitled to vote on the Resolutions as set out in the Notice.
4. The Company had followed the process as required under Rule 20 of the Companies (Management and Administration) Rules 2014 and subsequent amendments thereon, in respect of providing voting through electronic means.
5. Fifteen minutes after the conclusion of the EGM through VC / OAVM, I unblocked the votes cast through Instapoll and remote e-voting, in the presence of two witnesses who were not in employment of the Company as well as of the Registrar & Transfer Agent of the Company and e-voting result/ list of equity shareholders who have voted "IN FAVOUR" and "AGAINST" were downloaded from the e-voting website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com.
6. The particulars of all the votes cast through e- voting process have been recorded in a register separately maintained for the purpose.
7. The combined results of voting i.e. remote e-voting and voting through electronic voting system (Instapoll), through e-voting services provided by NSDL is as hereunder:-

SPECIAL BUSINESS:**Item No.1- Special Resolution**

Reclassification of Authorised Share Capital and consequent alteration of Memorandum of Association:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	101	15825256	2	2	103	15825258	99.979
Voted against the resolution	12	3154	1	191	13	3345	0.021
Invalid votes	0	0	0	0	0	0	0
Total	113	15828410	3	193	116	15828603	100

Item No.2- Special Resolution

Issue of Compulsorily Convertible Preference Shares on a preferential basis:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	99	15610054	2	2	101	15610056	99.978
Voted against the resolution	13	3284	1	191	14	3475	0.022
Invalid votes	0	0	0	0	0	0	0
Total	112	15613338	3	193	115	15613531	100

Item No.3- Special Resolution

Creation of Charge / Security on the movable and immovable properties of the Company:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	99	15821451	2	2	101	15821453	99.955
Voted against the resolution	14	6959	1	191	15	7150	0.045
Invalid votes	0	0	0	0	0	0	0
Total	113	15828407	3	193	116	15828603	100

Item No.4- Special Resolution

Appointment of Ms. Kusum Dadoo as a Non-Executive Independent Director of the Company:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	100	15827577	2	2	102	15827579	99.994
Voted against the resolution	13	833	1	191	14	1024	0.006
Invalid votes	0	0	0	0	0	0	0
Total	113	15828410	3	193	116	15828603	100

All the relevant records have been handed over to the Company Secretary of the Company as authorized by the Board of Directors in this behalf for safe keeping.

Yours faithfully,

Date: 09.02.2022

Place: Kolkata

MANOJ
PRASAD
SHAW

Digitally signed by
MANOJ PRASAD
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Date: 2022.02.09
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For Manoj Shaw & Co.

(Manoj Prasad Shaw)

(Scrutinizer)

(FCS-5517; CP-4194)

UDIN: F005517C002486811

WITNESS 1: _____

NIKITA
CHOKHANI

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Date: 2022.02.09
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(NIKITA CHOKHANI)

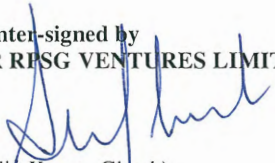
WITNESS 2: _____

ABHISH
EK PAL

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(ABHISHEK PAL)

Counter-signed by
FOR RPSG VENTURES LIMITED



(Sudip Kumar Ghosh)
Company Secretary