

SEC: JC: 223

January 13, 2022

BSE limited  
Listing Department, 1st Floor,  
PJ Towers, Dalal Street, Fort,  
Mumbai - 400 001  
**Scrip Code:542333**

National Stock Exchange of India limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051  
**Symbol: RPSGVENT**

**Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Outcome of Board Meeting**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors of the Company at its meeting held today i.e. on January 13, 2022 has inter-alia, approved the following:

1. Re-classification of authorised share capital and consequent alteration of memorandum of association subject to appropriate sanctions, permission and approvals including shareholders' approval and statutory and regulatory approvals, as may be required.
2. Issuance of upto 30,00,000, 3 % Compulsorily Convertible Non-Cumulative Preference Shares ("CCPS") of the face value of Rs. 10 each, to Integrated Coal Mining Limited, a member of the promoter group of the Company, for cash, at a price of Rs 780 per CCPS i.e. inclusive of a premium of Rs. 770, for an aggregate value not exceeding Rs. 234 Crore, on private placement basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and other applicable laws and subject to such appropriate sanctions, permission and approvals including shareholders' approval and statutory and regulatory approvals, as may be required.

The Board of Directors has decided to convene an Extra-ordinary General Meeting ("EGM") on Wednesday, February 9, 2022, in order to seek the approval of the members of the Company for *inter alia* items mentioned in item (1) and (2) above and has approved the draft of the notice for same. The Notice of the said EGM shall be submitted to the Stock Exchanges in due course in compliance with the provisions of the Listing Regulations.



RPSG VENTURES LIMITED

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e-mail : rpsgventures@rpsg.in □ Tel : +91 33 2225 6040 □ CIN : L74999WB2017PLC219318 □ Web : www.rpsgventuresltd.com  
(Formerly known as CESC VENTURES LIMITED)

The details regarding the issuance of securities by the Company, as required pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated 9 September 2015, are enclosed as Annexure 1 to this letter.

We request you to kindly take the above on record and disseminate the same on your website.

Thanking You.

Yours faithfully  
For **RPSG Ventures Limited**



**Sudip Kr Ghosh**  
Company Secretary  
ICSI Membership No. A18707



Annexure 1

Issuance of Securities:

1.	Type of securities proposed to be issued	3 % Compulsorily Convertible Preference Shares of the face value of Rs. 10 each ("CCPS")
2.	Type of issuance	On private placement basis
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 30,00,000 CCPS at an Issue Price of Rs 780 per CCPS, for cash, inclusive of a premium of Rs 770, aggregating up to Rs. 234 Crore to Integrated Coal Mining Limited (a member of the promoter group of the Company)
4.	Size of the issue	As detailed above
5.	Whether proposed to be listed? If yes, name of the stock exchange(s)	No
6.	Tenure of the instrument - date of allotment and date of maturity;	<b>Tenure</b> - 18 months from the date of allotment.  The CCPS can be converted, in one or more tranches, into equity shares of the company in the ratio of 1 (one) equity share against each CCPS at any time within 18 months from the date of the allotment at the option of the holder of CCPS, in terms of the applicable regulations.  Allotment of CCPS will be made within the time prescribed under SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013.
7.	Coupon/ interest offered, schedule of payment of coupon/ interest and principal;	Rate of dividend: 3 %  Dividend will be paid annually
8.	Charge/ security, if any, created over the assets;	N.A.



9.	Special right/ interest/ privileges attached to the instrument and changes thereof;	CCPS shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders while participating in surplus funds, surplus assets and profit of the Company.
10.	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal;	N.A.
11.	Details of any letter or comments regarding payment/ non-payment of interest, principal on due dates, or any other matter concerning the security and/or the assets along with its comments thereon, if any;	N.A.
12.	Details of redemption of preference shares indicating the manner of (whether out of profits or out of fresh issue) and debentures;	The Preference Shares shall be convertible (in one or more tranches) into Equity Shares within 18 (eighteen) months from the date of issuance of the Preference Shares.

#### Use of proceeds

The Company holds majority stake in certain companies inter-alia in the areas of fast moving consumer goods, sports (including 51% holding in a Company which has recently entered into a franchise agreement with Board of Control for Cricket in India to own and operate the Lucknow franchisee of the Indian Premier League (IPL)), etc. It intends to invest the proceeds in such businesses for growth in the respective areas and also for general corporate purposes, as would be advised by the Board of Directors from time to time.

