

SEC: JC: 308

August 4, 2023

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 Sixth Annual General Meeting (AGM) held on Friday,
August 4, 2023.**

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 Sixth AGM of the Company held on Friday, August 4, 2023. (“**Annexure-I**”).

Further pursuant to Regulation 44(3) of the SEBI Regulations, we are submitting herewith 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.

Kindly take the above in your record.

Yours faithfully,
For **RPSG Ventures Limited**

Sudip Kr. Ghosh
Company Secretary



Encl: a/a

Summary of the proceedings of the Sixth Annual General Meeting (AGM)

A. Date, time and venue of the AGM

The Sixth Annual General Meeting of the Company was held on Friday, August 4, 2023, through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated May 19, 2023 were transacted. The Meeting commenced at 12.30 p.m. (IST) and concluded at 12:51 p.m. (IST).

B. Proceedings in brief:

- Dr. Sanjiv Goenka, Chaired the meeting in accordance with Article 85 of the Articles of Association of the Company.
- 55 members attended the meeting out of which 10 members were represented by their authorized representatives at the above AGM.
- The quorum being present, the Chairman declared the Meeting open and welcomed the members, Board of Directors, Auditors, Secretarial Auditor and Scrutinizer to the meeting
- The Chairman then advised the Company Secretary to brief the members some of the basic rules relating to the AGM. The Company Secretary, inter-alia, stated the following:
 - a. The Auditor's Report on the Accounts of the Company did not have any qualification(s), observation(s) or comments.
 - b. The Company had provided the facility to the members to cast their votes through e-voting
 - c. Registers and documents as statutorily required to be maintained remained accessible electronically for inspection during the continuance of the Meeting.
 - d. Questions & Answers session for the registered speaker members were to commence after all the Resolutions in the Notice were tabled.
- In terms of the Notice dated May 19, 2023 convening the AGM of the Company, the following items of business were placed for members consideration and approval:



ORDINARY BUSINESS

Item No.	Details of the Agenda	Resolution required
1	Consideration and adoption of (a) the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon.	Ordinary
2	Re-appointment of Mr. Rajeev Ramesh Chand Khandelwal (DIN : 08763979), who retires by rotation, as a Director.	Ordinary
3	Re-appointment of M/s. Batliboi, Purohit & Darbari as the Statutory Auditors of the Company for a second term of 5 consecutive years	Ordinary

SPECIAL BUSINESS

4	Re-appointment of Mr. Arjun Kumar (DIN: 00139736), as a Non-Executive Independent Director, for a further period of five (5) years	Special
5	Re-appointment of Mr. Kalaikuruchi Jairaj (DIN: 01875126), as a Non-Executive Independent Director, for a further period of five (5) years	Special
6	Re-appointment of Mr. Rajeev Ramesh Chand Khandelwal (DIN: 08763979), as the Whole-time Director of the Company for a further period of three years	Special

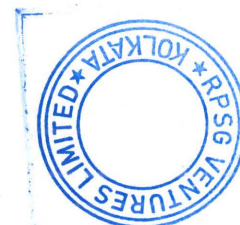
- Chairman then invited the pre-registered members for their comments and observations. Chairman replied to them suitably.
- Chairman thereafter announced that the voting results of all the five Resolutions would be announced within two working days from the conclusion of the meeting and would also be posted on the Company's website at www.rpsgventuresltd.com and on the 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 AGM and concluded the same with vote of thanks.

Voting by members:

- The remote e-voting period began on Tuesday, August 1, 2023 at 9.00 a.m. IST and had closed on Thursday, August 3, 2023 at 5.00 p.m. IST (both days inclusive).
- The Company had provided remote e-voting facility to its members to cast votes electronically on all 6 items of business set out in the Notice. The facility to vote at the meeting, on all 6 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 summary does not constitute minutes of the proceedings of the Sixth Annual General Meeting of the Company.



Annexure-II

Sixth Annual General Meeting (AGM) of RPSG Ventures Limited

Details of Voting Results

Sr. No	Particulars	Details
1	Date of AGM	August 4, 2023
2	Total no of shareholders on record date on July 28, 2023 (Book Closure date - July 28, 2023 to August 4, 2023 both days inclusive)	44,397
3	No of shareholders attended the meeting through Video Conferencing: Promoter & Promoter Group: Public:	 12 43
4	Mode of Voting	E-voting



RPSG Ventures Limited

Resolution Required : (Ordinary)		1 - Adoption of financial statements (Standalone & Consolidated) of the Company and reports of Directors and Auditors for the year ended 31 March, 2023.						
Whether promoter/ promoter group are interested in the agenda/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	17438125	17438125	100.0000	17438125	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17438125	100.0000	17438125	0	100.0000	0.0000
Public Institutions	E-Voting	3934836	44301	1.1259	44301	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		44301	1.1259	44301	0	100.0000	0.0000
Public Non Institutions	E-Voting	8138448	20765	0.2551	19469	1296	93.7587	6.2413
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20765	0.2551	19469	1296	93.7587	6.2413
Total		29511409	17503191	59.3099	17501895	1296	99.9926	0.0074



RPSG Ventures Limited

Resolution Required : (Ordinary)		2 - Re-appointment of Mr. Rajeev Ramesh Chand Khandelwal (DIN: 08763979), who retires by rotation, as a Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/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
Promoter and Promoter Group	E-Voting	17438125	17438125	100.0000	17438125	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17438125	100.0000	17438125	0	100.0000	0.0000
Public Institutions	E-Voting	3934836	44301	1.1259	38664	5637	87.2757	12.7243
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		44301	1.1259	38664	5637	87.2757	12.7243
Public Non Institutions	E-Voting	8138448	20735	0.2548	19216	1519	92.6742	7.3258
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20735	0.2548	19216	1519	92.6742	7.3258
Total		29511409	17503161	59.3098	17496005	7156	99.9591	0.0409



RPSG Ventures Limited

Resolution Required : (Ordinary)		3 - Re-appointment of M/s. Batliboi, Purohit & Darbari as the Statutory Auditors of the Company for a second term of 5 consecutive years						
Whether promoter/ promoter group are interested in the agenda/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	17438125	17438125	100.0000	17438125	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17438125	100.0000	17438125	0	100.0000	0.0000
Public Institutions	E-Voting	3934836	44301	1.1259	38664	5637	87.2757	12.7243
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		44301	1.1259	38664	5637	87.2757	12.7243
Public Non Institutions	E-Voting	8138448	20735	0.2548	19409	1326	93.6050	6.3950
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20735	0.2548	19409	1326	93.6050	6.3950
Total		29511409	17503161	59.3098	17496198	6963	99.9602	0.0398



RPSG Ventures Limited

Resolution Required : (Special)		4 - Re-appointment of Mr. Arjun Kumar (DIN: 00139736), as a Non-Executive Independent Director, for a further period of five (5) years						
Whether promoter/ promoter group are interested in the agenda/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
Promoter and Promoter Group	E-Voting	17438125	17438125	100.0000	17438125	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17438125	100.0000	17438125	0	100.0000	0.0000
Public Institutions	E-Voting	3934836	44301	1.1259	35922	8379	81.0862	18.9138
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		44301	1.1259	35922	8379	81.0862	18.9138
Public Non Institutions	E-Voting	8138448	20735	0.2548	19208	1527	92.6356	7.3644
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20735	0.2548	19208	1527	92.6356	7.3644
Total		29511409	17503161	59.3098	17493255	9906	99.9434	0.0566



RPSG Ventures Limited

Resolution Required : (Special)		5 - Re-appointment of Mr. Kalaikuruchi Jairaj (DIN: 01875126), as a Non-Executive Independent Director, for a further period of five (5) years						
Whether promoter/ promoter group are interested in the agenda/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	17438125	17438125	100.0000	17438125	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17438125	100.0000	17438125	0	100.0000	0.0000
Public Institutions	E-Voting	3934836	44301	1.1259	41569	2732	93.8331	6.1669
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		44301	1.1259	41569	2732	93.8331	6.1669
Public Non Institutions	E-Voting	8138448	20735	0.2548	19228	1507	92.7321	7.2679
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20735	0.2548	19228	1507	92.7321	7.2679
Total		29511409	17503161	59.3098	17498922	4239	99.9758	0.0242



RPSG Ventures Limited

Resolution Required : (Special)		6 - Re-appointment of Mr. Rajeev Ramesh Chand Khandelwal (DIN : 08763979), as the Whole-time Director of the Company for a further period of three years						
Whether promoter/ promoter group are interested in the agenda/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
Promoter and Promoter Group	E-Voting	17438125	17438125	100.0000	17438125	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17438125	100.0000	17438125	0	100.0000	0.0000
Public Institutions	E-Voting	3934836	44301	1.1259	0	44301		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		44301	1.1259	0	44301	0.0000	100.0000
Public Non Institutions	E-Voting	8138448	20735	0.2548	19417	1318	93.6436	6.3564
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20735	0.2548	19417	1318	93.6436	6.3564
Total		29511409	17503161	59.3098	17457542	45619	99.7394	0.2606





MANOJ SHAW & CO.
COMPANY SECRETARIES

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Kolkata - 700001

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CONSOLIDATED SCRUTINIZER'S REPORT

[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

6th Annual General Meeting of the Members of RPSG Ventures Limited (Formerly known as CESC Ventures Limited)

Held on : Friday, August 4, 2023 at 12:30 P.M

Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

Consolidated 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 on the date of AGM at the Sixth Annual General Meeting (AGM) of RPSG Ventures Limited (formerly known as CESC Ventures Ltd), held on 04th August, 2023 at 12:30 P.M. IST 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 E-Voting on the date of AGM, made available to those shareholders who attended the AGM 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, at the 6th Annual General Meeting (AGM) of the Company, in respect of the resolutions contained in the Notice convening the said AGM 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 AGM.

My responsibility as a scrutinizer for the E-Voting on the date of AGM 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 AGM, 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 Tuesday, 01st August, 2023 (09:00 a.m. IST) and ended on Thursday, 03rd August, 2023, (5:00 p.m. IST) both days inclusive.
3. The members of the Company holding shares as on Cut-off date i.e. 28th July, 2023 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 Sixth AGM through VC / OAVM, I unblocked the votes cast through E-Voting on the date of AGM 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 Consolidated results of voting i.e. remote e-voting and voting through electronic voting on the date of AGM by NSDL is as hereunder:-



ORDINARY BUSINESS:

Item No.1- Ordinary Resolution

Consideration and adoption of:

- a. the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and the Auditors thereon; and
- b. the audited consolidated financial statements for the financial year ended March 31, 2023 and Reports of the Auditorsthereon:

	Remote e-voting		E-voting on the date of AGM		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	183	17501263	4	632	187	17501895	99.9926
Voted against the resolution	9	1296	0	0	9	1296	0.0074
Invalid votes	0	0	0	0	0	0	0
Total	192	17502559	4	632	196	17503191	100.0000

Item No.2- Ordinary Resolution

Re-appointment of Mr. Rajeev Ramesh Chand Khandelwal (Director Identification Number: 08763979) who retires by rotation and, being eligible, offers himself for re-appointment:

	Remote e-voting		E-voting on the date of AGM		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	170	17495373	4	632	174	17496005	99.9591
Voted against the resolution	21	7156	0	0	21	7156	0.0409
Invalid votes	0	0	0	0	0	0	0
Total	191	17502529	4	632	195	17503161	100.0000



Item No.3- Ordinary Resolution

Re-Appointment of the Statutory Auditors of the Company for a second term of five (5) consecutive years:

	Remote e-voting		E-voting on the date of AGM		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	173	17495566	4	632	177	17496198	99.9602
Voted against the resolution	18	6963	0	0	18	6963	0.0398
Invalid votes	0	0	0	0	0	0	0
Total	191	17502529	4	632	195	17503161	100.0000

SPECIAL BUSINESS:**Item No.4- Special Resolution**

Re-appointment of Mr. Arjun Kumar (DIN: 00139736), as an Independent Director:

	Remote e-voting		E-voting on the date of AGM		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	167	17492623	4	632	171	17493255	99.9434
Voted against the resolution	24	9906	0	0	24	9906	0.0566
Invalid votes	0	0	0	0	0	0	0
Total	191	17502529	4	632	195	17503161	100.0000



Item No.5- Special Resolution

Re-appointment of Mr. Kalaikuruchi Jairaj (DIN: 01875126), as an Independent Director:

	Remote e-voting		E-voting on the AGM		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	175	17498290	4	632	179	17498922	99.9758
Voted against the resolution	16	4239	0	0	16	4239	0.0242
Invalid votes	0	0	0	0	0	0	0
Total	191	17502529	4	632	195	17503161	100.0000

Item No.6- Special Resolution

Re-appointment of Mr. Rajeev Ramesh Chand Khandelwal (DIN: 08763979), as a Whole-time Director:

	Remote e-voting		E-voting on the AGM		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	167	17456910	4	632	171	17457542	99.7394
Voted against the resolution	24	45619	0	0	24	45619	0.2606
Invalid votes	0	0	0	0	0	0	0
Total	191	17502529	4	632	195	17503161	100.0000



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: 04.08.2023

Place: Kolkata

For Manoj Shaw & Co.



Manoj Prasad Shaw

(Manoj Prasad Shaw)

(Scrutinizer)

(FCS-5517; CP-4194)

PEER REVIEW NO: 1243/2021

UDIN: F005517E000742638

WITNESS 1:

Abhishek Pal

(ABHISHEK PAL)

WITNESS 2:

Nikita Chokhani

(NIKITA CHOKHANI)

**Counter-signed by
FOR RPSG VENTURES LIMITED**

Sudip Kumar Ghosh

(Sudip Kumar Ghosh)
Company Secretary