

SEC: SB: 429

August 21, 2024

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 Seventh Annual General Meeting (AGM) held on
Wednesday, August 21, 2024**

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 Seventh Annual General Meeting of the Company held on Wednesday, August 21, 2024 (“**Annexure-I**”).

Further pursuant to Regulation 44(3) of the SEBI Regulations, we submit 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.

You are requested to kindly acknowledge the receipt of the same and oblige.

Thanking you.

Yours faithfully,

For **RPSG Ventures Limited**

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Sudip Kumar Ghosh
Company Secretary & Compliance Officer

Encl: a/a

Annexure - I

SUMMARY OF THE PROCEEDINGS OF THE SEVENTH ANNUAL GENERAL MEETING (AGM)

A. Date, time and venue of the AGM

The Seventh Annual General Meeting of the Company was held on Wednesday, August 21, 2024, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated May 23, 2024 were transacted. The Meeting commenced at 12.30 p.m. (IST) and concluded at 01:15 p.m. (IST) [including the time of E-voting].

B. Proceedings in brief:

- Dr. Sanjiv Goenka, Chairman, chaired the meeting in accordance with Article 85 of the Articles of Association of the Company.
- 57 members attended the meeting out of which 11 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, Statutory Auditors, Secretarial Auditors and Scrutiniser 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 audit qualifications or adverse remarks.
 - 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 was to commence after all the Resolutions in the Notice were tabled.
- In terms of the Notice dated May 23, 2024 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, 2024 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, 2024 and the report of Auditors thereon.	Ordinary Resolution
2.	Re-appointment of Mr. Shashwat Goenka who retires by rotation as a Director.	Ordinary Resolution

- The Chairman then invited the pre-registered members for their comments and observations. Chairman replied to them suitably.
- The Chairman thereafter announced that the voting results of the two (2) 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.

C. Voting by members:

- The remote e-voting period began on Sunday, August 18, 2024 at 9.00 a.m. IST and had closed on Tuesday, August 20, 2024 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 both the items of business set out in the Notice. The facility to vote at the meeting, on the two (2) 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.

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***Note:**

This summary does not constitute Minutes of the proceedings of the Seventh Annual General Meeting of the Company.

Annexure II

Seventh Annual General Meeting (AGM) of RPSG Ventures Limited

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of AGM	August 21, 2024
2.	Total no. of shareholders on record date on August 14, 2024. (Book closure date – August 14, 2024 to August 21, 2024, both days inclusive)	40659
3.	No. of shareholders attended the meeting through Video Conferencing: Promoter & Promoter Group: Public:	 12 45
4.	Mode of Voting	E-voting



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RPSG Ventures Limited								
Resolution Required :Ordinary			01 - Adoption of the audited financial statements (Standalone & Consolidated) and reports of Board of Directors and Auditors for the financial year ended March 31, 2024.					
Whether promoter/ promoter group are interested in the agenda/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	21013125	21013125	100.0000	21013125	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		21013125	100.0000	21013125	0	100.0000	0.0000
Public Institutions	E-Voting	2124286	96115	4.5246	96115	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		96115	4.5246	96115	0	100.0000	0.0000
Public Non Institutions	E-Voting	9948998	12302	0.1237	12283	19	99.8456	0.1544
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12302	0.1237	12283	19	99.8456	0.1544
Total		33086409	21121542	63.8375	21121523	19	99.9999	0.0001

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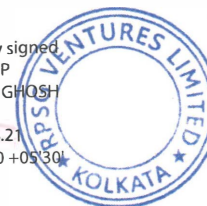
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RPSG Ventures Limited								
Resolution Required :Ordinary			02 - Re-appointment of Mr. Shashwat Goenka as a Director who retires by rotation.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of 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	21013125	21013125	100.0000	21013125	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		21013125	100.0000	21013125	0	100.0000	0.0000
Public Institutions	E-Voting	2124286	96115	4.5246	83596	12519	86.9750	13.0250
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		96115	4.5246	83596	12519	86.9750	13.0250
Public Non Institutions	E-Voting	9948998	22570	0.2269	22512	58	99.7430	0.2570
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22570	0.2269	22512	58	99.7430	0.2570
Total		33086409	21131810	63.8685	21119233	12577	99.9405	0.0595

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MANOJ SHAW & CO.
COMPANY SECRETARIES

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

☎ :033 - 4603 1517
E-mail : shawmanoj2003@gmail.com
shawmanoj2003@yahoo.co.in

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
RPSG Ventures Limited
CESC House,
Chowringhee Square,
Kolkata - 700001

Sub: Consolidated Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting during the Annual General Meeting", in respect of the resolutions as set out in the notice dated May 23, 2024 of the 7th Annual General Meeting ("AGM") of M/s. RPSG Ventures Limited (CIN:L74999WB2017PLC219318), held on August 21, 2024 through Video Conference / Other Audio-Visual Means.

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** (hereinafter referred to as "the Company") vide resolution passed at its meeting held on May 23, 2024, as the Scrutinizer for the purpose of scrutinizing the Remote E-voting and E-Voting on the date of AGM, (which was 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 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and subsequent amendments, if any, in respect of the resolutions contained in the Notice convening the AGM for approval of the members therein.



The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules made thereon and Listing Regulations, 2015, 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:-

- a) The Company had provided facility of casting vote to the members of the Company through electronic means.
- b) The Remote e-voting period remained open from Sunday, August 18, 2024 (09:00 a.m. IST) and ended on Tuesday, August 20, 2024, (5:00 p.m. IST) both days inclusive.
- c) The members of the Company holding shares as on Cut-off date i.e. August 14, 2024 were entitled to vote on the Resolutions as set out in the Notice.
- d) The Company had followed the process as required under Rule 20 of the Rules, in respect of providing voting through electronic means.
- e) After fifteen minutes of conclusion of the 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 and the 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.
- f) The particulars of all the votes cast through E-voting process have been recorded in a register separately maintained for the purpose.

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**

Adoption of the audited financial statements (Standalone and Consolidated) and reports of Board of Directors and Auditors for the financial year ended March 31, 2024.

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total no. of members who voted	Total no. of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	165	21121493	2	30	167	21121523	99.9999
*Voted against the resolution	3	13	1	6	4	19	0.0001
*Total	168	21121506	3	36	171	21121542	100.0000

***Invalid Votes:**

Votes cast by a shareholder in Public Non-Institution category, holding 3747 shares has not been taken into consideration as no Board Resolution has been received from them.

Item No.2- Ordinary Resolution

Re-appointment of Mr. Shashwat Goenka as a Director who retires by rotation.

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total no. of members who voted	Total no. of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	155	21119203	2	30	157	21119233	99.9405
*Voted against the resolution	14	12571	1	6	15	12577	0.0595
*Total	169	21131774	3	36	172	21131810	100.0000

***Invalid Votes:**

Votes cast by a shareholder in Public Non-Institution category, holding 3747 shares has not been taken into consideration as no Board Resolution has been received from them.



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: 21.08.2024

Place: Kolkata



For Manoj Shaw & Co.

Manoj Prasad Shaw

(Manoj Prasad Shaw)
(Scrutinizer)

(FCS-5517; CP-4194)

PEER REVIEW NO: 1243/2021

UDIN: F005517F001011731

WITNESS 1: *Abhishek Pal*
(ABHISHEK PAL)

WITNESS 2: *Arut Karmakar*
(ARIT KARMAKAR)

Counter-signed by

FOR RPSG Ventures Limited

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Sudip Kumar Ghosh
Company Secretary