

SEC: SB: 516

September 11, 2025

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: Eighth Annual General Meeting (AGM) held on Thursday, September 11, 2025

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”), we attach herewith the following document(s)/disclosure(s) in relation to Eighth Annual General Meeting (AGM) of the Company held today:

1. Proceedings of the AGM pursuant to Regulation 30, Part –A of Schedule III of the SEBI Regulations - **Annexure I.**
2. Voting Results of the business transacted at the AGM pursuant to Regulation 44(3) of the SEBI Regulations – **Annexure II.**
3. Consolidated Scrutinizer’s Report on electronic voting – **Annexure III.**

The above results are being uploaded on the Company’s website and website of the National Securities Depository Limited, and would also be displayed on the Notice Board at the Company’s registered office.

4. Appointment of M/s. Anjan Kumar Roy & Co., Company Secretaries, as the Secretarial Auditors of the Company – **Annexure IV.**

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

Thanking you.

Yours faithfully,
For **RPSG Ventures Limited**



Sudip Kumar Ghosh
Company Secretary & Compliance Officer

Encl: a/a

**PROCEEDINGS OF THE
EIGHTH ANNUAL GENERAL MEETING (AGM)**

A. Date, time and venue of the AGM

The Eighth Annual General Meeting of the Company was held on Thursday, September 11, 2025, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated May 15, 2025 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, Chairman, chaired the meeting in accordance with the Article 85 of the Articles of Association of the Company.
- 69 members attended the meeting out of which 11 members were represented through 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.
 - e. The e-voting facility was also available for 15 minutes post conclusion of the AGM.

In terms of the Notice dated May 15, 2025 convening the AGM of the Company, the following items of business were placed for members consideration and approval:



Item No.	Details of the Agenda	Resolution required
<u>ORDINARY BUSINESS:</u>		
1.	Adoption of the Audited Financial Statements (Standalone & Consolidated) and reports of Board of Directors and Auditors for the Financial Year ended March 31, 2025.	Ordinary Resolution
2.	Re-appointment of Dr. Sanjiv Goenka as a Director who retires by rotation.	Ordinary Resolution
<u>SPECIAL BUSINESS:</u>		
3.	Appointment of Secretarial Auditors.	Ordinary Resolution
4.	Limit of Investment/ Advances etc.	Special 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 four (4) 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 Monday, September 8, 2025 at 9.00 a.m. IST and had closed on Wednesday, September 10, 2025 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 the four (4) items of business set out in the Notice. The facility to vote at the meeting, on all the four (4) 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:

The proceedings in Annexure-I does not constitute Minutes of the proceedings of the Eighth Annual General Meeting of the Company.



Eighth Annual General Meeting (AGM) of RPSG Ventures Limited

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of AGM	September 11, 2025
2.	Total no. of shareholders on record date on September 4, 2025.	41,548
3.	No. of shareholders attended the meeting through Video Conferencing:	69
	Promoter & Promoter Group:	12
	Public:	57
4.	Mode of Voting	E-voting



RPSG Ventures Limited

Resolution Required :Ordinary			1 - Adoption of the Audited Financial Statements (Standalone & Consolidated) and reports of Board of Directors and Auditors for the Financial Year ended March 31, 2025.					
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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
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	1780845	118497	6.6540	118497	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		118497	6.6540	118497	0	100.0000	0.0000
Public Non Institutions	E-Voting	10292439	48838	0.4745	44778	4060	91.6868	8.3132
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		48838	0.4745	44778	4060	91.6868	8.3132
Total		33086409	21180460	64.0156	21176400	4060	99.9808	0.0192

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	37
Public - Non Institutions	530



RPSG Ventures Limited

Resolution Required :Ordinary			2 - Re-appointment of Dr. Sanjiv Goenka as a Director who retires by rotation.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	1780845	119817	6.7281	94813	25004	79.1315	20.8685
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		119817	6.7281	94813	25004	79.1315	20.8685
Public Non Institutions	E-Voting	10292439	48838	0.4745	35571	13267	72.8347	27.1653
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		48838	0.4745	35571	13267	72.8347	27.1653
Total		33086409	21181780	64.0196	21143509	38271	99.8193	0.1807

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	37
Public - Non Institutions	530



RPSG Ventures Limited

Resolution Required :Ordinary			3 - Appointment of Secretarial Auditors.					
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	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	1780845	119817	6.7281	119817	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		119817	6.7281	119817	0	100.0000	0.0000
Public Non Institutions	E-Voting	10292439	48838	0.4745	35561	13277	72.8142	27.1858
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		48838	0.4745	35561	13277	72.8142	27.1858
Total		33086409	21181780	64.0196	21168503	13277	99.9373	0.0627

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	37
Public - Non Institutions	530



RPSG Ventures Limited

Resolution Required :Special			4 - Limit of Investment/ Advances etc.					
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	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	1780845	119817	6.7281	30	119787	0.0250	99.9750
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		119817	6.7281	30	119787	0.0250	99.9750
Public Non Institutions	E-Voting	10292439	48838	0.4745	40905	7933	83.7565	16.2435
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		48838	0.4745	40905	7933	83.7565	16.2435
Total		33086409	21181780	64.0196	21054060	127720	99.3970	0.6030

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	37
Public - Non Institutions	530





MANOJ SHAW & CO.
COMPANY SECRETARIES

ANNEXURE III

"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 15, 2025 of the 8th Annual General Meeting ("AGM") of M/s. RPSG Ventures Limited (CIN: L74999WB2017PLC219318), held on September 11, 2025 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 15, 2025, 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 Monday, September 08, 2025(09:00 a.m. IST) and ended on Wednesday, September, 10, 2025, (5:00 p.m. IST) both days inclusive.
- c) The members of the Company holding shares as on Cut-off date i.e. September 04, 2025 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, 2025:

	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	145	21167180	6	9220	151	21176400	99.98
*Voted against the resolution	16	4060	0	0	16	4060	0.02
*Total	161	21171240	6	9220	167	21180460	100

***Invalid Votes:**

Votes cast by shareholders in Public Non-Institution/ Public Institution category, holding 567 shares have not been taken into consideration as no Board Resolutions have been received from them.

Item No.2- Ordinary Resolution

Re-appointment of Dr. Sanjiv Goenka (DIN:00074796) 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	138	21143496	3	13	141	21143509	99.82
*Voted against the resolution	24	29064	3	9207	27	38271	0.18
*Total	162	21172560	6	9220	168	21181780	100

***Invalid Votes:**

Votes cast by shareholders in Public Non-Institution/ Public Institution category, holding 567 shares have not been taken into consideration as no Board Resolutions have been received from them.



SPECIAL BUSINESS:**Item No. 3- Ordinary Resolution****Appointment of Secretarial Auditors:**

	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	145	21168490	3	13	148	21168503	99.94
*Voted against the resolution	17	4070	3	9207	20	13277	0.06
*Total	162	21172560	6	9220	168	21181780	100

***Invalid Votes:**

Votes cast by shareholders in Public Non-Institution/ Public Institution category, holding 567 shares have not been taken into consideration as no Board Resolutions have been received from them.

Item No. 4- Special Resolution**Limit of Investment/ Advances etc.:**

	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	123	21048593	4	5467	127	21054060	99.40
*Voted against the resolution	39	123967	2	3753	41	127720	0.60
*Total	162	21172560	6	9220	168	21181780	100

***Invalid Votes:**

Votes cast by shareholders in Public Non-Institution/ Public Institution, holding 567 shares have not been taken into consideration as no Board Resolutions have 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,

For Manoj Shaw & Co.

(Manoj Prasad Shaw)



Manoj Prasad Shaw

(Scrutinizer)

(FCS-5517; CP-4194)

PEER REVIEW NO: 1243/2021

UDIN: F005517G001231742

Date: 11.09.2025

Place: Kolkata

WITNESS 1: *Nikita Chokhani*
(NIKITA CHOKHANI)

WITNESS 2: *Parbin Chaurasia*
(PARBIN CHAURASIA)

Counter-signed by
FOR RPSG Ventures Limited

SUDIP KUMAR GHOSH
Digitally signed by
SUDIP KUMAR GHOSH
Date: 2025.09.11
20:33:53 +05'30'

Sudip Kumar Ghosh
Company Secretary

Disclosure pursuant to Regulation 30 read with relevant SEBI Master circular:

Sr. No.	Particulars	Details
1.	Name of Secretarial Audit Firm	M/s. Anjan Kumar Roy & Co.
2.	Reason for change viz. appointment	Appointment as Secretarial Auditors of the Company.
3.	Date of appointment & term of appointment	Appointment of M/s. Anjan Kumar Roy & Co., Company Secretaries (Firm Unique Code: S2002WB051400) as the Secretarial Auditors of the Company to conduct Secretarial Audit for a period of five (5) consecutive Financial Years, commencing from the Financial Year 2025-26, and to hold office from the conclusion of the Eighth (8th) Annual General Meeting (AGM) till the conclusion of the Thirteenth (13th) AGM of the Company.
4.	Brief profile (in case of appointment);	<p>M/s. Anjan Kumar Roy & Co., established in January 2002, is a firm of Company Secretaries led by its proprietor, Mr. Anjan Kumar Roy ("Mr. Roy"), a fellow member of the Institute of Company Secretaries of India and a law graduate.</p> <p>The firm offers corporate secretarial services, including Secretarial and Corporate Governance Audits, Due Diligence, and other certifications under the Companies Act, 2013 and SEBI LODR. It is also engaged in corporate litigation and insolvency matters before the National Company Law Tribunal and National Company Law Appellate Tribunal, where Mr. Roy represents clients.</p>

