

## **NOTICE TO THE MEMBERS**

Notice is hereby given that an Extra-Ordinary General Meeting (EGM) of the Members of RPSG Ventures Limited will be held on Wednesday, February 09, 2022, at 11.00 A.M. Indian Standard Time (“IST”), through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following Special Business:

### **1. RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 (hereinafter referred as the “Companies Act”), as amended, read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, as amended, and the provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to re-classify the Authorized Share Capital of the Company as below:-

The existing Authorized Share Capital of the Company i.e., Rs.1250,00,00,000/- (Rupees One Thousand Two Hundred and Fifty Crore only) divided into 125,00,00,000 equity shares of Rs. 10/- each be and is hereby re-classified to Rs. 1250,00,00,000/- (Rupees One Thousand Two Hundred and Fifty Crore only) consisting of 124,00,00,000 equity shares of Rs. 10/- each aggregating to Rs.1240,00,00,000/- (Rupees One Thousand Two Hundred and Forty Crore only) and 1,00,00,000 preference shares of Rs.10/- each aggregating to Rs.10,00,00,000/- (Rupees Ten Crore only).

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“The Share Capital of the Company is Rs. 1250,00,00,000/- (Rupees One Thousand Two Hundred and Fifty Crore only) consisting of 124,00,00,000 equity shares of Rs. 10/- each aggregating to Rs.1240,00,00,000/- (Rupees One Thousand Two Hundred and Forty Crore only) and 1,00,00,000 preference shares of Rs.10/- each aggregating to Rs.10,00,00,000/- (Rupees Ten Crores only) with such rights, privileges and conditions attached thereto as may be determined by the Board of Directors at the time of issue of any new shares. The Company has and shall always have power to divide the share capital for the time being into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any rights, privileges, or condition attached to any class of shares in such manner as may for the time being provided by the regulations of the Company.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies, West Bengal;

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (‘the Board’) or Committee(s) duly constituted by the Board for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

## **2. ISSUANCE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON A PREFERENTIAL BASIS AND MATTERS RELATED THEREWITH**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23, 42, 55 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules framed thereunder including Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force); (the “**Act**”) (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “**SEBI Takeover Regulations**”) and the listing agreements entered into by the Company with the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (BSE and NSE shall be collectively referred to as the “**Stock Exchanges**”) on which the equity shares of the Company (“**Equity Shares**”) are listed; (iii) the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the extant consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, as amended (iv) the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Ministry of Corporate Affairs, Government of India (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and or any other competent authority whether in India or abroad from time to time to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include any committee constituted that may be constituted by the Board or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard) is hereby authorised to accept, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, 30,00,000 (Thirty Lakhs) Compulsorily Convertible Preference shares having a face value of Rs.10/- (Rupees Ten) each (“**Preference Shares**”), at a price of Rs.780 (Rupees Seven Hundred and Eighty only) per Preference Share, inclusive of a premium of Rs 770 (Rupees Seven Hundred and Seventy only) per Preference Share, aggregating to Rs. 234 Crore (Rupees Two hundred and Thirty Four Crore only), wherein each Preference Share will carry a dividend of 3 % (Three percent) per annum (calculated on issue price), subject to deduction of any taxes, payable on a yearly basis and will be converted, in one or more tranches, to 1 (One) Equity Share of Rs.10/- (Rupees Ten) within 18 (eighteen) months from the date of issuance of the Preference Shares to Integrated Coal Mining Limited, a member of the promoter group of the Company (“**Proposed Allottee**”), on a preferential and private placement basis, for cash consideration (“**Preferential Allotment**”);

**RESOLVED FURTHER THAT** the Preference Shares pursuant to the aforesaid resolution shall be issued and allotted on the terms and conditions as prescribed under applicable law and the details of the Preference Shares (as per Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, as amended) are as follows:-

- (i) Priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares:- Preference Shares shall rank prior in respect of payment of dividend compared to equity shareholders of the Company.
- (ii) Participation in surplus fund:- Non-participating in the surplus fund
- (iii) Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid: In case of winding up or liquidation of the Company before the conversion of Preference Shares into Equity Shares, the holder of Preference Shares shall be entitled to distribution in accordance with applicable law;
- (iv) Payment of dividend on non-cumulative basis:- Preference Share shall carry dividend rate of 3 % (Three percent) per annum (calculated on issue price), net of any taxes, payable on a yearly basis and shall be non-cumulative in nature;

- (v) Conversion of preference shares into equity shares:- Each Preference Share will be converted to 1 (One) Equity Share within 18 (eighteen) months from the date of its issuance in and more tranches at the option of the Proposed Allottee; and
- (vi) Voting rights:- As applicable to Preference Shares under the Act;

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of determining the floor price for the Preferential Allotment of the Equity Shares to be allotted on conversion or exchange of the Preference Shares being issued will be January 10, 2022;

**RESOLVED FURTHER THAT** the Equity Shares allotted upon conversion of Preference Shares shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company listed on the Stock Exchanges bearing ISIN NO.: INE425Y01011 in all aspects (including with respect to dividend and voting powers) from the date of respective allotment thereof, in accordance with the applicable law;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable law:

- (i) the Preference Shares shall be allotted in dematerialised form by the Company to the Proposed Allottee within a period of 15 (fifteen) days from the date of passing of this resolution by the Members, provided that where the allotment of the said Equity Shares and Preference Shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions; and
- (ii) the Preference Shares to be allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations and such Equity Shares allotted upon conversion of the Preference Shares will be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals;

**RESOLVED FURTHER THAT** the Equity Shares to be issued on conversion of Preference Shares into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring;

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issue of invitation to subscribe to the Preference Shares and the Equity Shares to be allotted on conversion of the Preference Shares;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Preference Shares and the Equity Shares to be allotted on conversion of the Preference Shares issued under the Preferential Allotment shall be subject to the terms and conditions as contained in the Statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make any modification(s) in the terms of issue of Preference Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the Preferential Allotment and listing of Equity Shares to be issued on conversion of Preference Shares with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Allotment, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more director(s)/company secretary/any officer(s) of the Company to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

3. **CREATION OF CHARGE / SECURITY ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:-**

“**RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company at the Third Annual General Meeting held on August 3, 2020 and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as amended, read with relevant Rules made thereunder, as amended, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) to create a charge on the movable and immovable properties of the Company, both present and future, and in such form and manner as the Board may deem fit, for securing any financial assistance in the form of term loan/debenture/bonds/working capital facilities including overdraft etc. to be availed of by the Company, in one or more instalments, for meeting its requirements from any Bank, Financial Institution, Non-Banking Financial Company, Body Corporate or any other person etc. (hereinafter referred to as “Lenders”), within an overall limit of Rs. 1000 crore (Rupees One Thousand Crore only), with such ranking of charge as may be settled with the Lenders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required for giving effect to creation of the aforesaid charge, including but not limited to finalizing and executing necessary deeds and documents and filing necessary e-forms with the Registrar of Companies, West Bengal.”

4. **APPOINTMENT OF MS. KUSUM DADOO AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:-**

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board of Directors of the Company (the Board), Ms. Kusum Dadoo (DIN: 06967827), who was appointed as an additional director in the category of Non-Executive Independent Director, of the Company with effect from September 23, 2021 in terms of Section 161 of the Act and who, as the said Additional Director, would have held office up to the date of fifth Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as a Non-Executive Director in the category of Independent Director of the Company, not liable to retire by rotation, and to hold office for a period of 5(five) consecutive years with effect from September 23, 2021;

**RESOLVED FURTHER THAT** the Board be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

By Order of the Board  
Sudip Kumar Ghosh  
Company Secretary

Place: Kolkata,  
Date: January 13, 2022

ICSI Membership No. ACS 18707

## NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act' in respect of Special Business to be transacted at the Extraordinary General Meeting (EGM) is annexed hereto and forms part of the Notice.
2. **General Instructions for accessing and participating in the EGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) Facility.**
  - A. i) Pursuant to the General Circular Nos.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 Circular No. 10/2021 dated June 23, 2021 and Circular No 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 as amended by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India (hereinafter collectively referred to as "the Circulars"),, Companies are allowed to hold AGM /EGM during the calendar year 2022 through Video Conferencing (VC) / Other Audio Video Means (OAVM)
    - ii) **EGM through VC/OAVM:**
      - a) Members are requested to join the EGM on Wednesday February 9, 2022 through VC/OAVM mode latest by 10.45 am IST by clicking on the link <https://www.evoting.nsdl.com> under members login, where the EVEN (E-voting Event Number) of the Company will be displayed, by using the remote evoting credentials and following the procedures mentioned later in these Notes. The said process of joining the EGM will commence from 10.30 AM. IST and may be closed at 11.15 AM IST, or, soon thereafter.
      - b) The facility of attending the EGM will be made available to 1000 members on a first-come-first-served basis.
      - c) i) Members who would like to express any views, or, during the EGM ask questions may do so in advance by sending in writing their views or questions, as may be, along with their name, DP ID and Client ID number/folio number, email id, mobile number, to reach the Company's email address at [rvlegm2022@rpsg.in](mailto:rvlegm2022@rpsg.in) latest by February 4, 2022 by 5 p.m. IST.
        - ii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
        - iii) When a pre-registered speaker is invited to raise at the EGM his/her questions already emailed in advance as requested in point above, but he / she does not respond, the turn will go to the next pre-registered speaker to raise his/her questions. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with stable internet speed.
        - iv) The Company reserves the right to restrict the number of questions/speakers, as appropriate for smooth conduct of the EGM.
  - B. Since the EGM will be held through VC/ OAVM, where physical attendance of members has been dispensed with, there is no requirement of proxies and hence, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, Bodies Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolutions / authorization letters to the Scrutinizer by e-mail to [shawmanoj2003@gmail.com](mailto:shawmanoj2003@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - C. In line with the Circulars, the Notice of the EGM of the Company has been uploaded on the website of the Company at [www.rpsgventuresltd.com](http://www.rpsgventuresltd.com) The Notice can also be accessed from the websites of the Stock Exchanges, namely, National Stock Exchange (NSE) at [www.nseindia.com](http://www.nseindia.com), and Bombay Stock Exchange (BSE) at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of National Securities Depository Limited (NSDL) (Agency for providing the Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - D. NSDL will be providing facility for voting through remote E-Voting, for participation in the EGM through VC/ OAVM facility and E-Voting during the EGM.

- E. The Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ('the Act').
3. In view of the prevailing COVID-19 situation, owing to difficulties involved in dispatching a physical copy of the Notice of EGM and pursuant to MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent to the Members of the Company only by email. Further, Members holding shares in physical form, are requested to send a scanned copy of the signed request letter mentioning the Folio Number, Name of shareholder, mobile number, email address to be registered along with scanned self-attested copies of the PAN card to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or to the Company at [rvlegm2022@rpsg.in](mailto:rvlegm2022@rpsg.in) to update their email address. Members holding shares in demat form are requested through their respective Depository Participant(s).
  4. It is clarified that if a Member fails to provide or update relevant e-mail address to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.
  5. Since the EGM will be held through VC / OAVM Facility, the Route Map is not annexed to this Notice.
  6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account No. by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN and Bank Account No. to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Registrar and Share Transfer Agent/ Secretarial Department of the Company.
  7. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares, if held by them in physical form.
  8. Electronic copies of all the documents referred to in the accompanying Notice of the EGM of the Company and in the Statement annexed to the said Notice shall be available for inspection in the the website of the Company at [www.rpsgventuresltd.com](http://www.rpsgventuresltd.com).
  9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-Voting system during the EGM. For this purpose, the Company has entered into an agreement with NSDL as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-Voting on the date of the EGM will also be provided by NSDL.
  10. **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EGM THROUGH VC/OAVM ARE AS UNDER:-**
    - i.) The remote e-voting period begins on Sunday, February 6, 2022 at 9:00 A.M. (IST) and ends on Tuesday, February 8, 2022 at 5:00 P.M (IST). During this period, Members of the Company, holding shares in the physical or dematerialized form, as on the cut-off date of Wednesday, the February 2, 2022, may cast their votes by remote e-voting. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, the February 2, 2022. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
    - ii.) A person who is not a Member as on the cut-off date should treat this Notice of the EGM for information purpose only.

## **A. How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"><li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “BeneficialOwner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the Meeting</li><li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"><li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li><li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e- Voting is in progress.</li></ol>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting Period or joining virtual meeting & voting during the Meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual Meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ Section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 117404 then user ID is 117404001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.



c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [shawmanoj2003@gmail.com](mailto:shawmanoj2003@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date of Wednesday, February 2, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 2244 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date of Wednesday, February 2, 2022, may follow steps mentioned in the Notice of the EGM under Step 1: "Access to NSDL e-Voting system" (Above).

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:-**

1. In case shares are held in physical mode please provide a request letter mentioning Folio No., name of shareholder, Mobile No., email id and a self-attested copy PAN card to the Company’s Registrar and Share Transfer Agent, Link Intime India Ltd. at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or the Company at [rvlegm2022@rpsg.in](mailto:rvlegm2022@rpsg.in)
2. In case shares are held in demat mode, members are requested to update their email addresses with their respective Depository Participants.
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**A. The instructions for Members for E-voting on the day of the EGM are as under:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e- Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**B. Instructions for Members for attending the EGM through VC/OAVM are as under [In addition to Note No. 2A (ii)]:**

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e- Voting system. Members may access by following the steps mentioned above in Point No. 12 sub point A under Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General Meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/ OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute run.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the EGM of the Company through VC/OAVM facility.
6. When a pre-registered speaker is invited to speak at the Meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
8. Members who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020990 / 1800 22 44 30.

### 13. Other Instructions:

- i. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, February 2, 2022.
- ii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Wednesday, February 2, 2022 only shall be entitled to avail the facility of remote e- Voting or casting vote through e-Voting system during the Meeting.
- iii. Pursuant to the provision of Section 108 of the Act read with rules thereof, Mr. Manoj Prasad Shaw, Practicing Company Secretary, (Membership No. F4515 and CP no: 2551) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
- iii. During the EGM of the Company, the Chairman shall formally propose to the Members not having already cast their votes by following the remote e-voting process and participating through VC/OAVM facility, to vote on the resolution as set out in the Notice of the EGM of the Company.
- iv. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
- v. The Results of voting will be declared within two working days from the conclusion of EGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company [www.rpsgventuresltd.com](http://www.rpsgventuresltd.com) and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office of the Company as well and shall be forwarded to the National Stock Exchange of India Limited and BSE Limited.

### **PARTICULARS OF DIRECTOR PROPOSED TO BE APPOINTED AT THE MEETING ARE GIVEN BELOW:**

#### **MS. KUSUM DADOO**

Ms. Kusum Dadoo, aged 69 years, is a Science and a Law Graduate from Calcutta University. Ms. Dadoo has done attorneyship from Calcutta High Court and was associated with Khaitan & Co. Advocates, for over 39 years and has rich experience in Real Estate, Banking and Finance related matters. She therefore has the required skills and capabilities required for appointment as a Non-Executive Independent Director of the Company.

Ms. Kusum Dadoo is also on the Boards of Bhiwani Vanaspati Limited (Chairman of Audit Committee and member of Nomination and Remuneration Committee and Stakeholders Relationship committee).

Ms. Kusum Dadoo has resigned from the Boards of Saregama India Limited, Harrisons Malayalam Ltd, PCBL Limited, STEL Holdings Limited, Dhariwal Infrastructure Limited and Haldia Energy Limited on 4 February, 2021. Ms. Kusum Dadoo also resigned from the Boards of The Standard Batteries Limited, Rainbow Investments Limited and GKW Ltd on 30 July, 2020, 29 January, 2021 and 11 February, 2021 respectively.

Ms. Dadoo does not hold any share in the Company and is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD THROUGH VC / OAVM ON WEDNESDAY, FEBRUARY 09, 2022 AT 11 A.M IST**

**Item No 1**

The Company, alongwith its subsidiaries, is engaged in diversified portfolio of businesses and to grow and nurture these businesses the Company needs to avail fund. The Board of Directors of the Company at its meeting held on January 13, 2022 has, subject to the consent of the Members of the Company, approved fund raising by way of issue of Compulsorily Convertible Preference Shares on a preferential basis and consequentially proposed reclassification of the authorized share capital of the Company and alteration of Memorandum of Association.

Accordingly, it is deemed appropriate to re-classify the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be altered in the manner specified in resolution at Item No. 1 of the accompanied notice. Thus, the alteration in the Memorandum of Association of the Company is only consequential to reflect the proposed reclassification of the Authorised Share Capital of the Company.

At present, the Authorized Share Capital of the Company is Rs. 12,50,00,00,000/- (Rupees One thousand Two Hundred and Fifty Crore only) comprising of 1,25,00,00,000 (One hundred and twenty five crore Only) equity shares of face value of Rs. 10/- each. In view of the proposed fund raising, the Company is planning to reclassify the Authorized Share Capital to Rs. 1250,00,00,000/- (Rupees One Thousand Two Hundred and Fifty Crores only) consisting of 124,00,00,000 (One Hundred and Twenty Crores only) equity shares of Rs. 10/- each aggregating to Rs.1240,00,00,000/- (Rupees One Thousand Two Hundred and Forty Crores only) and 1,00,00,000 preference shares of Rs.10 each aggregating to Rs.10,00,00,000/- (Rupees Ten Crores only).

The proposed alteration in the Authorized Share Capital of the Company will require consequent alteration to Clause V of the Memorandum of Association of the Company relating to share capital.

Members are requested to note that their approval is required (i) in terms of Section 61 and Section 64 of the Companies Act, 2013 for reclassification of authorised share capital of the Company; and (ii) in terms of Section 13 of the Companies Act, 2013 for consequent alteration of Clause ‘V’ of the Memorandum of Association of the Company.

The draft of the current and amended Memorandum of Association of the Company are available for inspection by the Members of the Company at the Company’s website [www.rpsgventuresltd.com](http://www.rpsgventuresltd.com) from the date of dispatch of Notice of Extraordinary General Meeting (EGM) and shall also be available during the EGM.

The Board recommends the resolution set forth in Item No. 1 as a Special Resolution for the approval of the members.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Special Resolution.

**Item No 2**

The Board of Directors of the Company (the “**Board**”) at its meeting held on January 13, 2022 had, subject to the approval of the Members and such other approvals as may be required, approved the proposal to issue, offer and allot on preferential and private placement basis, for cash, to Integrated Coal Mining Limited (“**ICML**”), a member of the promoter group of the Company (“**Proposed Allottee**”), 30,00,000 (Thirty Lakhs) compulsorily convertible preference shares of the Company of the face value of Rs.10 (Rupees Ten) each (“**Preference Shares**”) at a price of Rs.780 (Rupees Seven Hundred and Eighty) per Preference Share, inclusive of a premium of Rs.770 (Rupees Seven Hundred and Seventy) aggregating to Rs.234 Crore (Rupees Two Hundred and Thirty Four Crore) (“**Preferential Allotment**”).

In terms of the provisions of Sections 42, 55 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“**SEBI ICDR Regulations**”), any preferential allotment of securities is required to be approved by the Members of the Company by way of a special resolution.

Therefore, the consent of the Members is being sought by way of a special resolution to enable the Board to issue, offer and allot Preference Shares as may be permitted under applicable laws to the Proposed Allottee in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI ICDR Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Preference Shares proposed to be issued under Preferential Allotment.

Necessary information / details in respect of the proposed Preferential Allotment of Preference Shares in terms of Sections 42, 55 and 62 of the Act, read with Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

1. Particulars of the issue including terms of issue, issue size, date of passing of Board resolution, kind of securities offered, nature of such shares i.e., cumulative or non - cumulative, participating or non - participating, convertible or non – convertible, nominal value of and total number of securities to be issued, rate of dividend and the issue price:-

The Board at its meeting held on January 13, 2022 had, subject to the approval of the Members and subject to receipt of such other approval or permission from any regulatory authority as may be required, approved the issue, offer and allotment of the following securities to the Proposed Allottee, on a preferential and private placement basis, for cash consideration: 30,00,000 (Thirty Lakhs) compulsorily convertible preference shares having face value of Rs.10 (Rupees Ten), at a price of Rs.780 (Rupees Seven Hundred and Eighty) per Preference Share inclusive of a premium of Rs.770 (Rupees Seven Hundred and Seventy) (“Issue Price”), aggregating to Rs. 234 Crore (Rupees Two Hundred and Thirty Four Crore), wherein each Preference Share will carry a dividend of 3 % (Three percent) per annum (calculated on Issue Price), payable on a yearly basis and can be converted to 1 (One) Equity Share anytime within 18 (eighteen) months from the date of issuance in one or more tranches.

An amount equivalent to 100% of the Issue Price shall be payable at the time of issue and allotment of each Preference Share and no amount shall be payable by the Proposed Allottee at the time of allotment of Equity Shares pursuant to the conversion of the Preference Share(s) to Equity Share(s). The amount paid against Preference Shares shall be adjusted / set-off against the issue price for the resultant Equity Shares.

The Preference Shares shall carry a dividend rate of 3% (Three percent) per annum (calculated on Issue Price) net of any taxes, payable on a yearly basis. The Preference Shares are not redeemable in nature and shall be non-cumulative and non-participating in nature.

The Preference Shares shall rank senior and superior to the Equity Shares of the Company currently in issue with respect to dividend distribution, in case of a winding up or repayment of capital. Equity Shares to be allotted upon conversion of Preference Shares shall rank pari passu with the Equity Shares of the Company, in all respects, in accordance with applicable law. Upon winding up or liquidation of the Company, all the Preference Shares shall be entitled to distribution in accordance with applicable law.

The Preferential Allotment to the Proposed Allottee will be subject to applicable transfer restrictions stipulated under Regulation 168 of the SEBI ICDR Regulations.

The other terms and conditions of the Preferential Allotment of the Preference Shares and the Equity Shares to be allotted on conversion of the Preference Shares are as stated in the resolution and this statement.

2. Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:-

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.

3. Manner of issue of Preference Shares:-

Private placement and preferential allotment to Integrated Coal Mining Limited (ICML), a company forming part of the promoter group of the Company and incorporated under the Companies Act, 1956 having its registered office at CESC House, Chowringhee Square, Kolkata- 700 001 (“**Proposed Allottee**”).

4. Manner and modes of redemption:-

Not applicable, as the Preference Shares are compulsorily convertible into Equity Shares of the Company.

5. Objects of the Preferential Allotment:-

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 issue 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 of the Company from time to time.

6. Relevant Date:-

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares to be allotted on conversion or exchange of the Preference Shares is January 10, 2022.

7. Basis on which the floor price of preferential issue has been arrived at and justification for the price (including premium, if any):-

The Equity Shares of the Company are listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (NSE together with BSE shall hereinafter be referred to as the “**Stock Exchanges**”). The Equity Shares are frequently traded and the share prices on NSE being the stock exchange with higher trading volumes for the said period, have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the Equity Shares and Preference Shares shall be allotted is Rs.780 (Indian Rupees Seven Hundred and Eighty only), being more than higher of the following:

- (i) Average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on NSE, during the 26 (twenty six) weeks preceding the Relevant Date, i.e. Rs. 771.20 (Rupees Seven Hundred and Seventy One Rupees and Twenty paise only) per Equity Share; or
- (ii) Average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on NSE, during the 2 (two) weeks preceding the Relevant Date i.e. Rs.724.04 (Rupees Seven Hundred and Twenty Four rupees and Four paise only) per Equity Share.

As required under Articles of Association of the Company, Incwert Advisory Private Limited a registered valuer has determined the intrinsic value of equity shares of the Company as on the January 13, 2022 at Rs.771.20 per share as per the valuation report (“**Valuation Report**”).

The pricing of the of the Preference Shares convertible into equivalent number of Equity Shares of face value of Rs.10 (Rupees Ten) each is Rs.780 (Rupees Seven Hundred and Eighty only) per Preference Share, which is higher than the minimum price determined in accordance with the applicable provisions of SEBI ICDR Regulations and after considering the Valuation Report.

Since the Equity Shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 (twenty-six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

8. Amount which the Company intends to raise by way of such securities / size of the issue:-

The Company intends to raise an amount aggregating to Rs.234 crore (Rupees Two Hundred and Thirty-Four Crore) pursuant to the Preferential Allotment.

9. Proposal/Intention of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:-

The Preference Shares shall be offered to the Proposed Allottee only. The Proposed Allottee is part of the Promoter Group of the Company. Other than ICML none of the promoters, Directors and Key Managerial Personnel of the Company / their relatives are subscribing to this offer.

10. Time frame within which the Preferential Allotment shall be completed and terms of conversion:-

As required under the SEBI ICDR Regulations, the Preference Shares shall be allotted by the Company within a period of 15 (fifteen) days from the date of passing of the Special resolution at Item No. 2 of the EGM Notice provided that where the allotment of the proposed Preference Shares is pending on account of non-receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

The Preference Shares may be converted by the Preference Share holder, in one or more tranches, at any time within a period of 18 (eighteen) months from the date of issuance of the Preference Shares by delivering a notice of conversion to the Company requesting the conversion of the relevant portion of the Preference Shares proposed to be converted on a date designated as the specified conversion date in such notice. The Company shall accordingly, without any further approval from the Members of the Company, allot the corresponding number of Equity Shares in dematerialized form.

11. Shareholding pattern of the Company before and after the Preferential Allotment and expected dilution in Equity Share Capital upon conversion of Preference Shares:-

Please refer to **Annexure A** to this EGM Notice for details.

12. Names of the Proposed Allottee, identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them:-

The Proposed Allottee, ICML, is a public limited company incorporated under the Companies Act, 1956. ("Proposed Allottee") (PAN AAICB1835H) having its registered office at CESC House, Chowringhee Square, Kolkata- 700001. In relation to the ultimate beneficial owner, ICML is part of RP Sanjiv Goenka Group controlled by Dr Sanjiv Goenka. The other details are as under:

Name of Proposed Allottee	Category	Pre- issue holding		Number of Preference Shares to be allotted	Number of Equity Shares to be allotted post conversion of the Preference Shares	Post conversion of Preference Shares	
		No. of Equity Shares	% of holding			No. of Equity Shares	% of holding
ICML	Promoter Group, Body Corporate - Public Limited Company	2,15,072	0.81	30,00,000	30,00,000	32,15,072	10.89

13. The change in control, if any, in the Company that would occur consequent to the Preferential Allotment:-

There will be no change of control of the Company pursuant to Preferential Allotment

14. Lock-in Period:-

The Equity Shares arising from conversion of Preference Shares and Preference Shares shall be locked-in for such period as may be specified under Chapter V of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the Proposed Allottee in the Company shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

15. Proposed time within which the allotment shall be completed:-

The Preference Shares shall be allotted within the timeline prescribed under Regulation 170 of SEBI ICDR Regulations.

16. Consideration for issue of Preference Shares:-

The consideration, in the form of issue price, for Preference Shares shall be paid in cash and not in consideration other than cash.

17. The percentage of post preferential issue capital that may be held by the allottee(s) is as under:-

Please refer to Point 12 above.

18. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:-

Not applicable as the Preference Shares are issued for cash consideration

19. Principal terms of assets charged as securities:-

None

20. Material term of raising equity shares:-

No material terms other than stated above.

21. Undertakings:-

- (i) The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date. None of the members of the promoter/promoter group of the Company has sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date.

- (ii) The Company is in compliance with the conditions for continuous listing.
- (iii) None of the Directors or Promoters and the Company are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- (iv) Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (v) As the Equity Shares have been listed for a period of more than 26 (twenty-six) weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- (vi) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- (vii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

22. Auditors' Certificate:-

The certificate from Batliboi Purohit & Darbari, Chartered Accountants, Firm Registration No. :303086E, being the Statutory Auditors of the Company certifying that the Preferential Allotment made in accordance with the requirements contained in the SEBI ICDR Regulations shall be available for inspection by the Members at the Extraordinary General Meeting.

23. Report of a registered valuer:-

Notwithstanding the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, which exempts a listed company from determining the price of the shares to be issued on a preferential basis by the valuation report of a registered valuer, in accordance with the articles of association of the Company, the price of the Equity Shares has been determined taking into account the valuation report of a registered valuer, namely Inwert Advisory Private Limited, registration no. IBBI/RV-E/05/2019/108 having office situated at 507 A, Platinum Tower, 5<sup>th</sup> Floor, Sohna Road, Sector 47, Gurugram, Haryana, India-122001.

24. The number of persons to whom Preferential Allotment have already been made during the year, in terms of number of securities as well as price:-

From April 1, 2021 till the date of the EGM Notice, the Company has not issued any equity shares or preference shares on preferential basis.

25. The class of persons to whom the allotment is proposed to be made:-

The Preferential Allotment is proposed to be made to the Proposed Allottee, i.e. ICML, a member of the promoter group of the Company.

26. Listing:-

The Company will make an application to the Stock Exchanges at which the existing equity shares of the Company are listed, for listing of the Equity Shares to be issued on conversion of the Preference Shares. Such Equity Shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

Due to the Covid-19 pandemic and/or state-wide lockdown, all the relevant documents/agreements will be made available for inspection by the members through electronic mode up to the date of EGM and at the EGM at the Company's website [www.rpsgventuresltd.com](http://www.rpsgventuresltd.com) on and from the date of dispatch of Notice of Extraordinary General Meeting (EGM).

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and the Shareholders.

The Board recommends the resolution set forth in Item No.2, as a Special Resolution for the approval of the members.

Other than ICML, none of the Promoters, Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the resolution.



**Annexure A**

**The pre issue and post issue shareholding pattern of the Company:**

Sr.No.	Category of shareholder	Pre-Issue of Equity Shares (As on December 31, 2021)		Post Issue # (Post conversion of Preference Shares into Equity Shares)	
		Number of Equity Shares	% of total Equity Shares	Number of Equity Shares	% of total Equity shares
(A)	Promoters and Promoter Group Holding				
1	Indian Promoters / Promoter Group				
(a)	Individuals / HUF	56842	0.21	56842	0.19
(b)	Bodies Corporate	14351283	54.14	17351283*	58.80
	Sub Total	14408125	54.35	17408125	58.99
	Foreign Promoters / Promoter Group	-	-	-	-
	Total Shareholding of Promoter and Promoter Group	14408125	54.35	17408125	58.99
(B)	Non-Promoters' shareholding				
1	Institutions				
(a)	Mutual Funds	737	0	737	0
(b)	Alternative Investment Fund	475000	1.79	475000	1.61
(c)	Financial Institutions / Bank	1692	0.01	1692	0.01
(d)	Foreign Portfolio Investors -Corp	3423632	12.91	3423632	11.60
(e)	Foreign Bank	3190	0.01	3190	0.01
(f)	Insurance Companies	156491	0.59	156491	0.53
	Sub Total (B)(1)	4060742	15.32	4060742	13.76
2	Non- Institutions				
(a)	Clearing Members	16723	0.06	16723	0.06
(b)	HUF	248498	0.94	248498	0.84
(c)	Bodies Corporate	760461	2.87	760461	2.58
(d)	NBFC	180	0.00	180	0.00
(e)	Non Resident Indians	880813	3.32	880813	2.98
(f)	Trusts	453	0.00	453	0.00
(g)	Individuals	6043875	22.79	6043875	20.48
(h)	Others	91539	0.35	91539	0.31
	Sub Total (B)(2)	8042542	30.34	8042542	27.25
	Total Non-Promoters' Shareholding	12103284	45.65	12103284	41.01
(C)	Custodians for GDRs and ADRs	-	-	-	-
	GRAND TOTAL	26511409	100.00	29511409	100.00

\* Includes equity shares to be issued on conversion of Preference Shares proposed to be issued to ICML.

# The above post-issue shareholding pattern assumes that the Preferential Shares issued pursuant to this resolution are fully converted into equity shares, failing which the post issue number of shares and percentage will change accordingly.

Note:

Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre-issue shareholding pattern was prepared.

### **Item No 3**

At the Third Annual General Meeting of the Company, held on August 3, 2020, a special resolution was passed for creation of appropriate security on the Company's movable and immovable properties in terms of the provisions of Section 180 (1) (a) and all other applicable provisions of the Companies Act., 2013 for the purpose of securing financial assistance/credit facilities to be availed of by the company within an overall limit of Rs. 300 crore. Considering the fund requirements of the Company, the shareholders of the Company had earlier approved a borrowing limit of Rs. 1000 crore (Rupees One Thousand Crores only). In order to facilitate raising of the said funds, it would be necessary to create appropriate security on the movable and immovable properties of the Company, both present and future, by way of mortgage / charge / assignment / hypothecation / pledge etc. in favour of the Lender(s) to secure the said financial assistance(s) proposed to be availed of by the Company in due course.

The Special Resolution set out under Item No. 3 of the Notice is for obtaining a fresh approval of the Members, in supersession of the earlier resolution passed by them at the Third Annual General Meeting held on August 3, 2020, and in terms of the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 to enable the Company to create the aforesaid security by way of mortgage and / or charge on the movable and immovable properties of the Company in a form satisfactory to the said Lenders.

The Board considers the aforesaid item of business to be urgent in nature and recommends the Special Resolution as set out in Item No 3 of the Notice for approval of the members.

None of the Directors, key managerial personnel or their relatives is concerned or interested in the Resolution.

### **Item No 4**

Ms. Kusum Dadoo was appointed as an Additional Director of the Company by the Board of Directors ("the Board") with effect from September 23, 2021 pursuant to the provisions of Section 161 of the Companies Act 2013 ("the Act") read with the Articles of Association of the Company. The Board also appointed her as a Non-Executive Director in the category of Independent Director subject to approval of the shareholders, for a period of 5 years effective from that date. Ms. Dadoo would have held office as an Additional Director up to the date of fifth Annual General Meeting as per the aforesaid provisions. The Company has, meanwhile, received requisite Notice in writing from a Member proposing the candidature of Ms. Dadoo for the office of Director at Ensuing Extra-ordinary General Meeting of the Company under the provisions of Section 160 of the Act.

The Company has received requisite consents and declarations in connection with her appointment as a Non-Executive Independent Director from Ms. Dadoo. In the opinion of the Board, Ms. Dadoo fulfils the conditions specified in the Act and the Rules made thereunder for being appointed as an Independent Director and she is independent of the management. The Special Resolution set out under Item no 4 of the Notice seeks approval of the Members for the appointment of Ms. Dadoo as a Non Executive Independent Director of the Company for a period of five consecutive years from September 23, 2021 pursuant to Section 149 of the Act and Rules made thereunder. Draft letter of appointment of Ms. Dadoo as a Non Executive Independent Director of the Company setting out the terms and conditions is available on the Company's website for inspection by the Members.

The Board recommends the above Special Resolution set out under item no. 4 of the Notice for approval of the Members.

Ms. Dadoo may be deemed to be concerned or interested in this resolution relating to her appointment. None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution in the accompanying Notice.

Registered Office:  
CESC House  
Chowringhee Square  
Kolkata - 700 001  
13 January, 2022

By Order of the Board  
  
Sudip Kumar Ghosh  
Company Secretary  
ICSI Membership No. ACS 18707

# RPSG VENTURES LIMITED

(Formerly known as CESC Ventures Limited)

Registered Office: CESC House, Chowringhee Square, Kolkata- 700001, India  
Tel: 033- 2225 6040, E-mail: rpsgventures@rpsg.in, Website: www.rpsgventuresltd.com  
Corporate Identity Number: L74999WB2017PLC219318

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## **ADDENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON FEBRUARY 9, 2022 AT 11.00 A.M. (IST)**

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RPSG VENTURES LIMITED (“the Company”) had on January 17, 2022, dispatched electronically, to the shareholders of the Company, the Notice of Extra-Ordinary General Meeting (“EGM”) dated January 13, 2022 (“EGM Notice”), scheduled to be held on Wednesday, February 9, 2022, at 11.00 A.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact *inter alia* the following Special Business:

- ***Issuance of Compulsorily Convertible Preference Shares on a Preferential Basis and matters related therewith***

The Company is issuing this addendum to the EGM Notice (“Addendum”) in respect of the valuation report dated February 4, 2022 from Incwert Advisory Private Limited, Registered Valuer (“Valuation Report”), which is referenced in the following matters forming part of Explanatory Statement annexed to the EGM Notice:

Point 7 on page 14, point no. 23 on page 16 and wherever the reference is drawn to the Valuation Report.

In respect of the aforesaid subject matters, the Members are requested to take note of the following:

1. Pursuant to the clarification sought by National Stock Exchange of India Limited and BSE Limited, the Company has obtained an addendum (dated February 4, 2022) to the Valuation Report, which *inter alia* sets out the values derived under different methods considered relevant by the Registered Valuer in its above referred Valuation Report.
2. The Audit Committee and the Board of Directors on February 4, 2022 have taken note of the aforesaid addendum to the Valuation Report. The Board of Directors of the Company further noted that no change is required to the issue price for preferential allotment proposed in the Notice of this EGM dated February 9, 2022.

Members are requested to read the EGM Notice in conjunction with this Addendum and any reference to the Valuation Report in the EGM Notice should be deemed to include a reference to the above mentioned addendum to the Valuation Report. All other contents of the EGM Notice remain unchanged.

All documents referred to in this Addendum shall be made available for inspection by the Members in the manner set out in the EGM Notice.

A copy of this addendum and the EGM Notice shall be available on the Company's website at [www.rpsgventuresltd.com](http://www.rpsgventuresltd.com), websites of the Stock Exchanges i.e. [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) and is also available on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Registered Office:  
CESC House  
Chowringhee Square  
Kolkata - 700 001

February 4, 2022

By Order of the Board

Sudip Kumar Ghosh  
Company Secretary  
ICSI Membership No. ACS 18707