

SEC: SB: 387

April 20, 2024

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G – Block, Bandra – Kurla Complex,
Bandra (East)
Mumbai – 400 051
SCRIP CODE: RPSGVENT

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001
SCRIP CODE: 542333

Dear Sir/ Madam,

Sub: Certificate under Regulation 76 of SEBI (Depository and Participants) Regulations, 2018

In accordance with Regulation 76 of SEBI (Depository and Participants) Regulations, 2018, we submit herewith Audit Report dated March 19, 2024 in regard to Reconciliation of the Share Capital of the Company for the quarter ended March 31, 2024 issued by Messrs. S.M. Gupta & Co., Company Secretaries.

Kindly acknowledge the aforementioned and oblige.

Thanking you.

Yours faithfully,

For RPSG Ventures Limited



Sudip Kumar Ghosh
Company Secretary & Compliance Officer

Encl: a/a

S. M. GUPTA & CO.
COMPANY SECRETARIES
P-15 BENTINCK STREET,CALCUTTA-700 001

Ref. No.....

Dated.....

Reconciliation of Share Capital Audit Report
[See Regulation 76 of SEBI (Depositories and Participants)
Regulations, 2018]

We have audited the relevant records and documents of **M/s. RPSG VENTURES LIMITED (CIN:L74999WB2017PLC219318)** for the quarter ended 31st March 2024 for the purpose of issuing Reconciliation of Share Capital Audit Report with both the Depositories and the total issued and listed equity share capital as required pursuant to Notification No. SEBI/LAD-NRO/GN/2018/40 dated 3rd October, 2018 issued by the Securities & Exchange Board of India (SEBI) and on the basis of such verification which to the best of our knowledge and belief were necessary for the purpose of this certification and on the basis of information and explanations given to us and according to the examinations carried out by us including by way of electronic mode, we do hereby certify that in our opinion and according to the best of our information and belief:

- (1) the total number of the shares held in the National Securities Depository Limited ('NSDL'), Central Depository Services (India) Limited ('CDSL') and in the physical form are annexed hereto in the format as prescribed by SEBI and the same tallies with the number of shares mentioned in the paid-up capital of the Company.
- (2) the Register of Members is updated.
- (3) valid dematerialization requests have been confirmed within the stipulated period.
- (4) there has been increase in the paid-up share capital of the company during the above quarter.

Place: Kolkata
Date:19.04.2024

For S. M. Gupta & Co.
Company Secretaries
Firm Registration No.: S1993WB816800



S. M. Gupta
Proprietor
Membership Number: FCS-896
C. P. No: 2053
Peer Review: 2464/2022
UDIN: F000896F000183463

Annexure

1.	For Quarter ended	31 st March 2024					
2.	ISIN	INE425Y01011					
3.	Face Value	Fully paid-up Equity Shares of Rs.10/- each					
4.	Name of the Company	RPSG VENTURES LIMITED CIN: L74999WB2017PLC219318					
5.	Registered Office Address	CESC House, Chowringhee Square, Kolkata-700 001					
6.	Correspondence Address	CESC House, Chowringhee Square, Kolkata-700 001					
7.	Telephone & Fax Nos.	Tel No. - (033) 2225 6040					
8.	Email Address	rpsgventures@rpsg.in					
9.	Names of the Stock Exchanges where the Company's securities are listed	1) BSE Limited (BSE) 2) National Stock Exchange of India Limited (NSE)					
		Number of shares					
10.	Capital Under ISIN(s): INE425Y01011		3,30,86,409	Equity Shares			
11.	Listed Capital (Exchange-wise) (as per Company's records)		3,30,86,409	Equity Shares			
				% of Total Capital			
12.	Held in Dematerialised form in CDSL		33,49,903	10.12%			
13.	Held in Dematerialised form in NSDL		2,95,13,385	89.20%			
14.	Physical		2,23,121	0.68%			
15.	Total No. of Shares (12+13+14)		3,30,86,409	(As per RTA Certificate)			
16.	Reasons for difference, if any	N.A.					
17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below: CHANGE IN SHARE CAPITAL						
	Particulars*	No. of shares	Applied / Not applied for Listing	Listed on Stock exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. app pending from Stock Exchanges (Specify Names)
	1.Allotment of Equity Shares of the F.V. of Rs.10 each for cash at a price of Rs. 795/- per equity share (including premium of Rs. 785/-) on preferential basis by way of private placement to Rainbow Investment Limited, promoter on 04.03.2024.	11,70,000	Applied	BSE NSE	Yes	Yes	Listing and Trading approvals were obtained from both NSE & BSE.



	2. Allotment of Equity Shares of the F.V. of Rs. 10 each for cash at a price of Rs. 795/- per equity share (including premium of Rs. 785/-) on preferential basis by way of private placement to Integrated Coal Mining Limited, a Promoter Group Company on 04.03.2024.	24,05,000	Applied	BSE NSE	Yes	Yes	Listing and Trading approvals were obtained from both NSE & BSE.
	* Rights; Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify)						
18.	Register of Members updated (Yes/No) If not, updated upto which date			Yes			
19	Reference of previous quarter with regards to excess dematerialized shares, if any			Nil			
20.	Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?			N.A.			
21.	Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay – (As per RTA Certificate)						
	Type of request	Total No. of Requests confirmed after 21 days	Total No. of Requests pending beyond 21 days	Reasons for Delay in confirmation of demat requests			
	Nil	Nil	Nil	Nil			
22	Name, Telephone & Fax no. of the Compliance Officer of the Company			Mr. Sudip Kumar Ghosh Company Secretary & Compliance Officer Membership No: A18707 Tel: (033) 2225 6040			
23.	Name, Address, Telephone & Fax no., Regn. no. of the Auditor			Mr. S. M. Gupta (CP – 2053) M/s. S. M. Gupta & Co., Company Secretaries, P-15, Bentinck Street, Kolkata – 700 001 Tel: (033) 2236 1385			
24.	Appointment of common agency for share registry work (if yes, name and address)			Link Intime India Pvt. Limited Address -C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400083 Tel: +91 22 49186270 Email Id - rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in			



25.	<p><i>Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from Stock Exchange, company changed its name etc.)</i></p>	<p>1. In terms of approval of the Company's Members obtained by passing resolution through Postal Ballot on February 16, 2024, the Company allotted 35,75,000 Equity shares having a face value of Rs.10/- each at a price of Rs.795 per Equity Share, inclusive of a premium of Rs.785 per Equity Share, aggregating to Rs. 284,21,25,000/- (Rupees Two Hundred Eighty Four Crore Twenty One Lakh and Twenty Five Thousand only) on a preferential basis by way of private placement to Rainbow Investments Limited (promoter) and Integrated Coal Mining Limited (a Promoter Group Company). The above shares will be under lock in upto 04.03.2026.</p> <p>2. In view of the aforesaid allotment, the Paid-up Equity Share capital of the Company stands increased from INR 29,51,14,090/- to INR 33,08,64,090/-. Consequently, the Paid-up Capital composition stand as follows as on 31.03.2024:</p> <p>(a) Pre-issue Equity Share Capital – INR 29,51,14,090/- (b) Equity Share Capital allotted on 04.03.2024 – <u>INR 3,57,50,000/-</u> (c) Post-issue Equity Share Capital – <u>INR 33,08,64,090/-</u></p>
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