

SEC: SKM: 529

18 November 2025

The Manager  
Listing Department  
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**

The General Manager  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
**SCRIP CODE: 542333**

Dear Sir/Madam,

**Sub: Intimation of proposed acquisition by RPSG Ventures Limited under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

1. Pursuant to Regulation 30 of the SEBI Listing Regulations, this is to inform you that:
  - (i) the Board of Directors of RPSG Ventures Limited (“**Company**”), has at its meeting held on 18 November 2025, approved the execution of a (a) share subscription and purchase agreement amongst the Company, FSP Design Private Limited (“**FSP Design**”), Messrs. Falguni Shane Peacock, Shane Jude Peacock, Hemen Rashmi Vimadalal and Siddharth Bharat Gandhi (“**SSPA**”); and (b) shareholders’ agreement (“**SHA**”) amongst the Company, FSP Design, Messrs. Falguni Shane Peacock and Shane Jude Peacock (“**Transaction Documents**”), for the proposed acquisition of 40% of the total issued and paid-up share capital of FSP Design, at an enterprise value of INR 455.17 crores which is subject to closing price adjustment / true-up adjustment (if any) in accordance with the terms of the SSPA (“**Proposed Transaction**”). The consideration will be payable in cash. Further, the Company also has the right to acquire an additional 10% of the total issued and paid-up share capital of FSP Design, within 18 to 24 months from the completion of the Proposed Transaction, as per the terms and conditions specified in the Transaction Documents; and
  - (ii) The Transaction Documents have been executed today, and within 24 (twenty-four) hours from the execution of the Transaction Documents, the Company shall acquire 40% of the total issued and paid-up share capital of FSP Design, at an enterprise value of INR 455.17 crores which is subject to closing price adjustment / true-up adjustment (if any), in accordance with the terms of the SSPA.
2. This investment marks the Company’s foray into the luxury couture segment, representing a significant milestone in its vision to build a diverse portfolio in the luxury fashion and lifestyle space.
3. The details of the Proposed Transaction as required under Clause 1 of Para A of Part A of Schedule III of the SEBI Listing Regulations read with SEBI Master Circular dated 11 November 2024, bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 are set out in the “**Annexure-A**”.

4. You are requested to kindly take the aforementioned on record and oblige.
5. The meeting of the Board of Directors of the Company concluded at 8.30 p.m.

Thanking you.

Yours faithfully,

For **RPSG Ventures Limited**

**SUDIP KUMAR  
GHOSH**

Digitally signed by  
SUDIP KUMAR GHOSH  
Date: 2025.11.18  
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**Sudip Kumar Ghosh**  
**Company Secretary**

Encl: As above

### Annexure – “A”

**Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024**

SR. NO.	PARTICULARS	DESCRIPTION
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>FSP Design Private Limited, incorporated under the Companies Act 2013 and having its registered office Flat No. 603, 6th Floor, Palm Grove CHS, 45A, East Avenue Road, Santacruz (West), Mumbai City Maharashtra 400054 India.</p> <p>FSP Design Private Limited is engaged in the business of designing, manufacturing, marketing, sale and distribution of apparel and accessories through their luxury brand “Falguni Shane Peacock” / “FSP” and other associated intellectual properties sold at retail outlets via exclusive brand outlets, multi brand outlets stores and online sales in India and overseas.</p> <p>Total revenue from operations for Financial Year 2024-25: INR 91.75 crores</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	<p>The Proposed Transaction does not fall within related party transaction(s).</p> <p>Promoter / promoter group/ group companies have no interest in FSP Design Private Limited.</p>
3.	Industry to which the entity being acquired belongs	Luxury apparel and lifestyle products
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed company)	The acquisition of strategic stake in FSP Design Private Limited will enable the Company to foray into the luxury couture and lifestyle segment, and will be a significant milestone towards its objective of building a diverse portfolio in the luxury fashion and lifestyle space.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	N.A.

SR. NO.	PARTICULARS	DESCRIPTION								
6.	Indicative period for completion of the acquisition	Completion of the acquisition of 40% paid up share capital of FSP Design Private Limited is scheduled to occur within 24 (twenty-four) hours from the date of execution of the SSPA.								
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash consideration								
8.	Cost of acquisition and/or the price at which the shares are acquired	At an enterprise value of INR 455.17 crores which is subject to post-closing price adjustment/ true-up adjustment (if any) in accordance with the terms of the SSPA								
9.	Percentage of shareholding / control acquired and / or number of shares acquired	<p>Pursuant to the completion of the Proposed Transaction, the Company will acquire 40% of the total issued and paid-up share capital of FSP Design Private Limited by way of primary subscription and secondary transfer of shares of FSP Design Private Limited.</p> <p>Further, the Company shall have the right to acquire an additional 10% of the total issued and paid-up share capital of FSP Design Private Limited, within 18 to 24 months from the completion of the Proposed Transaction, as per the terms of the Transaction Documents.</p>								
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>FSP Design Private Limited is engaged in the business of designing, manufacturing, marketing, sale and distribution of apparel and accessories through their luxury brand “Falguni Shane Peacock” / “FSP” and other associated intellectual properties sold at retail outlets via exclusive brand outlets, multi brand outlets stores and online sales in India and overseas.</p> <p>FSP Design Private Limited was incorporated on 26 March 2019 in Mumbai, India. It is an unlisted, private company limited by shares.</p> <p>The last three years revenue from operations is as follows:</p> <table><tr><td>Financial Year</td><td>(INR in Crores)</td></tr><tr><td>2024-25</td><td>91.75</td></tr><tr><td>2023-24</td><td>76.50</td></tr><tr><td>2022-23</td><td>68.50</td></tr></table>	Financial Year	(INR in Crores)	2024-25	91.75	2023-24	76.50	2022-23	68.50
Financial Year	(INR in Crores)									
2024-25	91.75									
2023-24	76.50									
2022-23	68.50									

**RPSG VENTURES LIMITED**

Regd. Office : CESC House, Chowringhee Square, Kolkata - 700 001, India

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(Formerly known as CESC VENTURES LIMITED)