

SEC:SB:558

May 20, 2026

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

Sub: Postal Ballot Notice

Dear Sir/Madam,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice (“Notice”) dated March 30, 2026 seeking approval of the Members of the Company, for the matter as set out in the Notice.

The Notice is being sent through electronic mode to the Members whose names appear in the Register of Members /List of Beneficial Owners and whose email IDs are registered with the Depositories /Depository Participants/ Registrar to an Issue and Share Transfer Agent /Company as on Friday, May 15, 2026 (“Cut-Off Date”).

The Company has engaged National Securities Depository Limited (NSDL) for providing E-voting facility to all its members. The E-voting will commence on Thursday, May 21, 2026 at 9.00 A.M. (IST) and will end on Friday, June 19, 2026 at 5.00 P.M.(IST), after which E-voting facility shall be disabled by NSDL.

The Notice is also available on the website of the Company at: [www.rpsgventuresltd.com](http://www.rpsgventuresltd.com) as well as on the website of NSDL at: [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the above-mentioned information on your record.

Thanking you.

Yours faithfully,  
For RPSG Ventures Limited

Sudip Kumar Ghosh  
Compliance Officer



Encl: a/a

# RPSG Ventures Limited

**Corporate Identity Number:** L74999WB2017PLC219318

**Registered Office :** CESC House, Chowringhee Square, Kolkata -700 001, India

**Tel:** 033-22256040, **E-mail:** rpsgventures@rpsg.in, **Website:** www.rpsgventuresltd.com

## POSTAL BALLOT AND E-VOTING NOTICE TO THE MEMBERS OF THE COMPANY

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the “**Rules**”), General Circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India read with other applicable laws and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof), RPSG Ventures Limited (the “**Company**”) hereby seeks your approval for two resolution appended below through Postal Ballot by way of Remote Electronic Voting (“**E-voting**”) facility to enable the Members to cast their votes electronically. The Statement pursuant to Section 102 and other applicable provisions, if any, of the Act read with the Rules pertaining to the said resolutions setting out the material facts and the reasons thereof, is appended to this Notice.

The Board of Directors of the Company has, in compliance with the said Rules, appointed Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517, CP 4194) as the Scrutinizer for conducting the E-voting process and for scrutinizing the votes cast therein in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited (“**NSDL**”) to provide E-Voting facility to the Members of the Company.

In compliance with the aforesaid MCA Circulars and Listing Regulations, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If e-mail address of any Member is not registered with the Company/Depositories, they may follow the process provided in the Notes hereto to receive this Postal Ballot Notice and login ID and password for remote E-voting. The communication of the assent or dissent of the Members would only take place through the E-voting system. Members are requested to follow the procedure as stated in the Notes and instructions for casting of votes through E-voting.

The Scrutinizer shall submit his report to the Chairman or the Whole-time Director or the Company Secretary of the Company after completion of the scrutiny of E-Voting. The results of the E-voting would be declared within two working days from the conclusion of E-Voting. The results along with the Scrutinizer’s Report will be displayed at the Registered Office of the Company and shall be communicated to the National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) (together “**Stock Exchanges**”) where the shares of the Company are listed and will also be displayed on the Company’s website at [www.rpsgventuresltd.com](http://www.rpsgventuresltd.com). as well as on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The last date for E-voting, as contained in the Postal Ballot Notice, shall be deemed to be the date of passing of the Resolutions.

## Items of Special Business requiring approval of members through E-Voting.

### 1. APPOINTMENT OF MR. SUDIP KUMAR GHOSH AS A DIRECTOR

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and other applicable laws, Mr. Sudip Kumar Ghosh (DIN : 09070464), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 1, 2026 and who holds office upto the date of the Ninth Annual General Meeting 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 the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

### 2. APPOINTMENT OF MR. SUDIP KUMAR GHOSH AS THE WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’) and rules made thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Sudip Kumar Ghosh (DIN : 09070464), as a Whole-time Director of the Company for a period of (3) three consecutive years with effect from April 1, 2026 on such terms and conditions, including payment of remuneration, as set out in the Statement annexed to the Notice and also contained in the letter of appointment to be issued to Mr. Ghosh;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of the aforesaid appointment including to alter, vary, amend or revise the remuneration or other terms and conditions as specified above from time to time to the extent the Board may deem appropriate in accordance with the provisions of Section 197 of the Act read with Schedule V thereto (including any statutory modification(s) for reenactment thereof

from the time being in force) without being required to seek any further consent or approval of the Members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto.”

**Registered Office :**

CESC House  
Chowringhee Square  
Kolkata – 700 001

By Order of the Board of Directors

Date: March 30, 2026  
Place: Kolkata

**Sudip Kumar Ghosh**  
*Company Secretary and Compliance Officer*  
ICSI Membership No. A18707

**NOTES :**

1. Voting period for E-voting will commence from Thursday, May 21, 2026 at 9.00 A.M. (IST) and will end on Friday, June 19, 2026 at 5.00 P.M. (IST).
2. The Statement pursuant to Section 102 (to the extent applicable), read with Section 110 of the Companies Act, 2013 (‘ the Act’) as amended read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (SS-2) stating all material facts, disclosure of interest, if any and other relevant information and facts in respect of the business is annexed hereto and forms part of this Notice.
3. In compliance with the MCA Circulars and Rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners received from NSDL and Central Depository Services (India) Limited (CDSL) (“ Depositories”) as on Friday, May 15, 2026 ("Cut-Off Date”) and whose e-mail address is registered with the Company / Registrar to an Issue and Share Transfer Agent/ Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
4. Members whose email addresses are not registered as above can register the same in the following manner:
  - a. Members holding share(s) in physical mode can send email to register their e-mail ID to RPSG Ventures Limited at [rpsgventures@rpsg.in](mailto:rpsgventures@rpsg.in) or to MUFG Intime India Private Limited, the Registrar to an Issue and Share Transfer Agent of the Company at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)
  - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants (“DPs”) for receiving all communications from the Company electronically.

5. The Board of Directors has appointed Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517, CP 4194), as the “Scrutinizer” to conduct the E-voting process and to scrutinize the votes cast therein in a fair and transparent manner. The Scrutinizer has given the consent for engagement in the Postal Ballot exercise.
6. Members may contact the Company Secretary, for any grievances connected with voting by electronic means at the Registered Office of the Company at CESC House, Chowringhee Square, Kolkata – 700 001; Tel: (033)-2225-6040 / (033)-2204-0684; E-mail: rpsgventures@rpsg.in.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. HO/ 49/14/14(7)2025-CFD POD2/I/3762/2026 dated January 30, 2026, as amended (“SEBI Master Circular”), SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for E-voting form a part of this Postal Ballot Notice.
8. The Company has appointed NSDL to provide the E-voting facility to the Members of the Company to vote electronically. Please read carefully the E-Voting Instructions for casting your vote electronically.
9. Members may note that this Postal Ballot Notice will also be available on the Company’s website at [www.rpsgventuresltd.com](http://www.rpsgventuresltd.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE : [www.bseindia.com](http://www.bseindia.com), NSE : [www.nseindia.com](http://www.nseindia.com), and on the website of NSDL : [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Friday, May 15, 2026, being the Cut-Off Date. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
11. The last date for E-voting i.e. Friday, June 19, 2026 shall be deemed to be the date of passing of the Resolutions as contained in the Postal Ballot Notice.
12. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of E-voting. Members seeking to inspect such documents can send an email to [rpsgventures@rpsg.in](mailto:rpsgventures@rpsg.in) mentioning his / her / its folio number / DP ID and Client ID.
13. The instructions for remote E-voting are as under:

**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:*

**INSTRUCTIONS FOR REMOTE E-VOTING**

**The procedure to login to e-voting of NSDL website consists of two steps as detailed hereunder:**





1. Login method for e-voting for individual Shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 captioned “e-voting facility provided by listed companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participant(s) (“DPs”) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider, thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

### **Step 1: Access to NSDL e-voting website**

#### **(A) For Individual Members holding shares in dematerialised form:**

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 & voting during the meeting.
	2. 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 “Beneficial Owner” 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 & voting during the meeting.
	3. 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>
	4. 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 & voting during the meeting.

	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>For Members holding shares in demat account with Central Depository Services (India) Limited (‘CDSL’)</p>	<ol style="list-style-type: none"> <li>1. 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>2. 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>3. 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>4. 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>
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>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 &amp; voting during the meeting.</p>

**Note:** Members who are unable to retrieve their user ID or password are advised to use ‘Forgot User ID’ / ‘Forgot Password’ option(s) available on the websites of the respective Depositories / Depository Participants.

Helpdesk for Individual Members 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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

**B) Login Method for e-Voting 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?**

**Step 1:**

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 101456 then user ID is 101456001***

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.com](mailto:evoting@nsdl.com) 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:**

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 are active.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period.
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 or 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 and you will receive a confirmation by way of a SMS on your registered mobile number 14 from depository.
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.

**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 Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [rpsgventures@rpsg.in](mailto:rpsgventures@rpsg.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [rpsgventures@rpsg.in](mailto:rpsgventures@rpsg.in). 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.
5. 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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Other Instructions:**

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(s) of the authorized signatory(ies) who are duly authorized to vote, to the Scrutinizer by e-mailing to [shawmanoj2003@gmail.com](mailto:shawmanoj2003@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. The Scrutinizer shall, immediately after the conclusion of voting through remote E-voting unblock the votes cast through remote E-voting and make, not later than two working days from the conclusion of the remote E-voting, a scrutinizer's report of the total votes cast in favour and against, if any, and submit to the Chairman or the Whole- time Director or the Company Secretary of the Company.
3. The said results along with the Scrutinizer's Report would be intimated to NSE and BSE, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website : [www.rpsgventuresltd.com](http://www.rpsgventuresltd.com) and on the website of NSDL : [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item Nos.: 1 & 2

The Board of Directors of the Company (“the Board”), at its meeting held on March 30, 2026, based on the recommendation of Nomination and Remuneration Committee of the Company (NRC), has appointed Mr. Sudip Kumar Ghosh as an Additional Director of the Company w.e.f. April 1, 2026 who shall hold office upto the date of Ninth Annual General Meeting of the Company. The Board has also appointed Mr. Ghosh as the Whole-time Director of the Company subject to the approval of the Company's Members, effective April 1, 2026 for a period of 3 consecutive years. Further, the Company has received the following from Mr. Ghosh:

- (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Rules”);
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013 (“the Act”);

Brief resume of Mr. Ghosh, nature of his expertise, age, qualifications, number of Meetings of the Board attended during the year, details of other directorship and membership/chairmanship of Board Committees, shareholding and relationship with other Directors and Key Managerial Personnel of the Company, if any, as stipulated under Regulation 36(3) of Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided in “Annexure-A” to this Notice.

Mr. Ghosh fulfills the criteria of appointment as specified under the prevailing laws and regulations. The Company has also received a notice from a member proposing the candidature of Mr. Ghosh as a Director of the Company.

The terms and conditions governing the appointment referred to above are contained in a letter proposed to be issued by the Company to Mr. Ghosh, the principal terms and conditions of which are as follows:

(a) Salary: Rs. 0.70 crore p.a.; and (b) Perquisites: Rs. 1.54 crore p.a. approximately or such other amount as may be decided by the NRC and the Board from time to time. He would also be entitled from time to time to bonus, incentives and such other allowances, benefits as well as annual increments as may be permissible in terms of the Company's rules and regulations and decided by the NRC and the Board within the overall limit specified under the Act read with Schedule V and rules made thereunder.

For the purpose of computation of remuneration, as aforesaid, the following benefits/perquisites shall not be considered in accordance with the Act: (i) Company's contribution to Provident Fund and Superannuation Fund; (ii) encashment of leave at the end of the tenure and (iii) payment of Gratuity at a rate not exceeding half a month's salary for each completed year of service.

A copy of the draft Letter of Appointment is available for inspection as per the procedure of inspection detailed in point no. 12 of the Notes to this Notice.

Mr. Ghosh holds 10 equity shares of the Company and is not related to any of the directors or promoters of the Company and has necessary qualification with expertise and specialised knowledge in the field of his profession. The terms and conditions of the said appointment of Mr. Ghosh may be altered,

varied, amended or revised from time to time by the Board in such manner as it may deem fit in consultation with NRC in accordance with the provisions of the Act without being required to seek any further consent or approval of the Members of the Company.

Accordingly, it is proposed to seek the approval of the Members by way of a special resolution for appointment and payment of remuneration, as above, to Mr. Ghosh during his three-year tenure of proposed appointment in compliance with the applicable provisions of the Act including Schedule V thereto.

The Information required under item (B) of Section II, Part II of Schedule V to the Act is given below:

### I. General Information

- 1) **Nature of Industry:** Information Technology (IT) Services.
- 2) **Date of commencement of commercial production:** Date of incorporation of the Company is February 7, 2017. IT Service operations of CESC Limited, erstwhile Holding Company, were transferred to RPSG Ventures Limited with effect from October 1, 2017, in terms of a Restructuring Scheme under Sections 230 to 232 and other applicable provisions of the Act amongst the Company and nine other companies.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable
- 4) **Financial performance based on given indicators:**

Summary of Financial Results	FY 2024-25 (Rs. in Crore)	FY 2023-24 (Rs. in Crore)
Total Income	415.87	321.06
Profit before Tax	199.41	178.10
Profit after Tax	148.37	129.32

- 5) **Foreign investments or collaborations, if any:** None

### II. Information about the Appointee:

- 1) **Background details:** As mentioned in Annexure - A to the Notice.
- 2) **Past remuneration:** Same as mentioned hereinabove in this Statement.
- 3) **Recognition or awards:** As mentioned in Annexure - A to the Notice.
- 4) **Job profile and his suitability:** As mentioned in Annexure - A to the Notice.
- 5) **Remuneration proposed:** As set out hereinabove in this Statement.
- 6) **Comparative remuneration profile with respect to industry, size of the Company, profile with respect of the position and person:** The remuneration proposed to be paid to Mr. Ghosh is in line with the remuneration in similar sized companies in the same segment.
- 7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Except for receiving remuneration from the Company as a Whole-Time Director, Mr. Ghosh will have no other pecuniary relationship with the Company.

### III. Other Information

- 1) **Company's performance:** Please refer I (4) above.
- 2) **Outlook:** The Company is looking for further growth opportunities in its area of operations.
- 3) **Expected increase in productivity and profits in measurable terms:** The profitability is expected to increase in the future.

### IV. Disclosures

Mr. Ghosh's appointment is effective from April 1, 2026 and the terms of his appointment including remuneration have been set out hereinabove in this Statement. The Company has not defaulted in payment of dues to any bank or public financial institution or to any non-convertible debenture holder or to any other secured creditor and accordingly their prior approval is not required, in respect of the special resolution. NRC and the Board at their respective meetings held on March 30, 2026 have considered and recommended the appointment and remuneration payable to Mr. Ghosh, for approval of the Members.

Mr. Ghosh may be deemed to be concerned or interested in the Resolutions appearing in Item nos. 1 and 2 of this Notice. Except Mr. Ghosh, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, in either of the Resolutions as set out in this Notice.

The Board is of the view that the association of Mr. Ghosh would benefit the Company and support the Board in discharging its responsibility, functions, and duties effectively and recommends both the resolutions as set out in Item no. 1 and Item no. 2 of this Notice for approval of the Members by way of an Ordinary Resolution and a Special Resolution respectively.

**Registered Office :**

CESC House  
Chowringhee Square  
Kolkata – 700 001

Date: March 30, 2026

Place: Kolkata

By Order of the Board of Directors

**Sudip Kumar Ghosh**

*Company Secretary and Compliance Officer*

ICSI Membership No. A18707

### Annexure-A

**Details of Directors seeking appointment through postal ballot by remote E-voting process (Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)**

<b>Name of the Director</b>	Mr. Sudip Kumar Ghosh
<b>Director Identification Number</b>	DIN: 09070464
<b>Date of Birth &amp; Age</b>	Date of Birth: July 11, 1968 Age: 57 Years
<b>Date of Appointment / Re-appointment</b>	April 1, 2026
<b>Relationship with other Directors, Manager and Key Managerial Personnel (KMP)</b>	Mr. Ghosh is not related to any of the Directors or KMP of the Company.
<b>Brief resume and expertise in Specific Functional Areas</b>	Mr. Sudip Kumar Ghosh is a distinguished corporate leader with a formidable career encompassing over 33 years of diverse experience across financial management, strategic planning and corporate governance. He holds memberships with the Institute of Chartered Accountants of India, the Institute of Cost Accountants of India, and the Institute of Company Secretaries of India and having dedicated the past 8 years to the Company as its Company Secretary, Mr. Ghosh has been instrumental in aligning the organization's governance practices with its long-term strategic objectives.
<b>Qualification(s)</b>	As mentioned above
<b>Terms and conditions of appointment / re-appointment</b>	3 consecutive years commencing from April 1 2026
<b>Remuneration last drawn</b>	Same as mentioned elsewhere in the Notice
<b>Number of meetings of the Board attended during the financial year 2025-26 (up to the date of dispatch of Postal Ballot notice)</b>	Nil. Mr Ghosh was not a Director during FY 2025-26

<b>Board Membership in other Indian companies as on the date of this postal ballot notice</b>	<ol style="list-style-type: none"> <li>1. RPSG Energy Services Limited</li> <li>2. SKG Renewable Private Limited</li> <li>3. Redgiant Renewable Power Energy Private Limited</li> <li>4. KUS Renewable Private Limited</li> <li>5. LKP Renewable Private Limited</li> <li>6. DRP Renewable Private Limited</li> <li>7. ANP Renewables Private Limited</li> <li>8. Purvah Renewable Power Private Limited</li> <li>9. Serene Vibes Private Limited</li> </ol>
<b>Chairmanship of committees in other Indian companies as on the date of this postal ballot notice</b>	Nil
<b>Number of shares held in the Company as on the date of this postal ballot notice</b>	10 Equity Shares
<b>Listed companies from which the Director has resigned in the past three years</b>	Nil

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