

# RPSG Ventures Limited

**Corporate Identity Number:** L74999WB2017PLC219318

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

**Tel:** 033-2225 6040; **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 Standards 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 by way of a Special 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 resolution 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. as well as on the website of NSDL at 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 Resolution.

**Item of Special Business requiring approval of members through E-Voting.**

**1. LOANS/ADVANCES UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

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

“**RESOLVED THAT**, pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company, approval of the Company's Members be and is hereby accorded to the Board of Directors of the Company (“hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution”) to grant any loan(s)/advance(s) (including any loan represented by a book debt) to M/s. RPSG Sports Private Limited (“RSPL”), a subsidiary of the Company in which one or more Director(s) of the Company may be interested or deemed to be interested, upto an aggregate amount not exceeding Rs. 800 Crores (Rupees Eight Hundred Crore Only), in one or more tranches from time to time and on such terms and conditions which the Board may, in its absolute discretion deem beneficial and in the interest of the Company, provided that such loan(s)/ advance(s) shall be utilised by RSPL for its principal business activities only and subject to such other terms as set out in the Statement annexed to the Notice;

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to negotiate, finalise, agree, vary or modify the terms and conditions for granting aforesaid loan(s) / advance(s), and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities/regulatory bodies, and anything incidental or expedient thereto as the Board may think fit and suitable in the interest of the Company and for the purpose of giving effect to this resolution.”

**Registered Office :**

CESC House  
Chowringhee Square  
Kolkata – 700 001

By Order of the Board of Directors

Date: February 6, 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 **Tuesday, February 24, 2026 at 9.00 A.M. (IST)** and will end on **Wednesday, March 25, 2026 at 5.00 P.M.(IST)**.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") (to the extent applicable), read with Section 110 of the Act as amended stating all material facts, and other relevant information and facts in respect of the aforesaid Resolution 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, February 13, 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 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 Mr. Sudip Kumar Ghosh, 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](mailto: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 resolution 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 the **Friday, February 13, 2026**, being the Cut-Off Date. Once

the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

11. The last date for E-voting i.e. **Wednesday, March 25, 2026** shall be deemed to be the date of passing of the Resolution as contained in the Postal Ballot Notice.
12. 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.

	<p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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 &amp; voting during the meeting.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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.</p> <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> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>For Members holding shares in demat account with Central Depository Services (India) Limited (‘CDSL’)</p>	<p>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.</p>

	<p>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.</p> <p>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>.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com 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.</p>
Individual Members (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.

**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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your ‘initial password’?
  - 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’.
  - 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:

- 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 No: 1**

In terms of the Section 185 of the Companies Act, 2013 ("the Act") a company may grant any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person or body corporate in which one or more Director(s) of the Company are interested or deemed to be interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution.

In view of the above and in order to make optimum use of funds available with the Company for achieving long term strategic and business objectives and considering future business plans/ operational requirements of RPSG Sports Private Limited ("RSPL"), a subsidiary of the Company, the Board of Directors proposes to make use of the such funds by granting loan(s)/advance(s) (including any loan represented by a book debt), to RSPL from time to time for an aggregate amount not exceeding Rs.800 crore.

Since one or more Director(s) of the Company, directly or indirectly may be interested or deemed to be interested in RSPL, for providing such support in the form of loan(s) and / or advance(s) (including any loan represented by a book debt) as aforesaid to RSPL, the Company seeks approval of its members under Section 185 of the Act. Such approval shall be applicable only from the date Section 185 of the Act becoming applicable to the Company i.e. only for such loan(s)/advance(s) as aforesaid, granted on or after any such Director(s) of the Company, directly or indirectly became interested or may be deemed to be interested in RSPL.

Such loans(s)/advance(s) to be given to RSPL shall be utilized by RSPL for its principal business activities including for purposes incidental or any matters connected thereto.

The above loan(s)/advance(s) shall be provided on such terms and conditions, including tenure, rate of interest and repayment schedule, as may be decided by the Board (including any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) in the best interest of the Company after carefully evaluating any such proposal.

Accordingly, approval of the Members is being sought under Section 185 of the Act, by way of a Special Resolution in order to enable the Company to provide loan(s)/advance(s) (including any loan represented by a book debt) to RSPL, as aforesaid from time-to-time, upto to an aggregate limit of Rs. 800 Crores.

The Board recommends the Special Resolution as set out at Item No. 1 of the Notice for approval of the Members.

Save and except as provided above, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned with or interested, financially or otherwise in the said resolution.

**Registered Office :**

CESC House  
Chowringhee Square  
Kolkata – 700 001

Date: February 6, 2026

Place: Kolkata

By Order of the Board of Directors

**Sudip Kumar Ghosh**

*Company Secretary and Compliance Officer*

ICSI Membership No. A18707