

RPSG 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

NOTICE TO MEMBERS

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of RPSG Ventures Limited will be held on **Thursday, September 11, 2025 at 12:30 P.M.**, Indian Standard Time (IST), through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. AUDITED FINANCIAL STATEMENTS

To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025 and in this regard, if thought fit, to pass, the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT:

- the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of Board of Directors and Auditors thereon, as circulated to the Members; and
- the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and reports of the Auditors thereon, as circulated to the Members;

be and are hereby considered and adopted."

2. RE-APPOINTMENT OF DR. SANJIV GOENKA

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Articles of Association of the Company, Dr. Sanjiv Goenka (DIN: 00074796), a Non-Executive Director of the Company, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. APPOINTMENT OF SECRETARIAL AUDITORS

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), re-enactment thereof for time being in force) and based on the recommendations of the Board of Directors ('the Board'), approval of the Members of the Company be and is hereby accorded for the appointment of M/s. Anjan Kumar Roy & Co. (Firm Unique Code – S2002WB051400), Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive years to conduct the secretarial audit of the Company from the Financial Year 2025-26 to Financial Year 2029-30 and for that purpose to hold office from the conclusion of this Eighth (8th) Annual General Meeting (AGM) till the conclusion of the Thirteenth (13th) AGM of the Company at such remuneration (plus goods and services tax and reimbursement of out of pocket expenses) as may be decided by the Board from time to time;

RESOLVED FURTHER THAT the Board (including any of its committees thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing requisite forms or submission of documents with any authority for the purpose of giving effect to this resolution."

4. LIMIT OF INVESTMENT/ADVANCES ETC.

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

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, as amended from time to time, read with the Articles of Association of the Company, and in supersession of the resolution passed by the Members through Postal Ballot on February 16, 2024, consent of the Members of the Company be and is hereby accorded to the Board of Directors ('the Board') to :

- grant loan/advance to any of the Company's subsidiaries/associates/joint ventures ("Group Companies");
- grant/provide non-disposal undertaking(s)/ letter of comfort(s) / performance or other guarantee(s) / counter guarantee(s) / shortfall undertaking(s) / indemnity (ies) or similar documents or furnish security over assets of the Company, in the form and manner set out in the respective transaction documents, in favour of any lender and / or other

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party / parties in order to support or secure one or more guarantees / commitments /loans availed/ to be availed by any of the Group Companies from the said lender(s);

- (c) subscribe/purchase or otherwise to acquire securities/ units of any body corporate, including units of Mutual Funds/Alternate Investment Funds;

upto an aggregate amount not exceeding ₹12,500 Crore (Rupees Twelve Thousand Five Hundred Crore Only) in one or more tranches notwithstanding that the aggregate of such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Act;

RESOLVED FURTHER THAT the Board (including any of its committees thereof), be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above-mentioned purpose including the timing, amount and other terms and conditions of the aforesaid loan(s)/security(ies)/ investment(s) etc. and also varying any of them, in its absolute discretion, as it deems appropriate, subject to the aforesaid limit/ conditions stipulated in the Act."

By Order of the Board
Sudip Kumar Ghosh

Company Secretary and
Compliance Officer

Place: Kolkata

Date: May 15, 2025

ICSI Membership No. ACS 18707

NOTES:

- The Statement pursuant to Section 102 of Companies Act, 2013 ("the Act"), setting out the material facts, concerning the Special Businesses is annexed hereto.
- Additional information pursuant to Regulations 36(3) and 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs, Government of India is furnished elsewhere in the Notice.
- (A)** In accordance with the provisions of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated September 19, 2024 and other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time and Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/ CIR/2024/133 dated October 3, 2024 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 issued by SEBI ("the Circulars"), companies are allowed to hold AGM through video conference or other audio visual means ("VC/OAVM") up to September 30, 2025. Accordingly, the 8th AGM of the Company is being held through VC/OAVM on Thursday, September 11, 2025 at 12:30 P.M. The Registered Office of the Company shall be the deemed venue of the AGM..

(B) AGM through VC/OAVM

- Members are requested to join the AGM on Thursday, September 11, 2025 through VC/ OAVM mode latest by 12:15 P.M. 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 e-voting credentials and following the procedures mentioned later in these Notes. The said process of joining the AGM will commence from 12:00 Noon (IST) and may be closed at 12:45 P.M. (IST), or, soon thereafter.
 - The facility of attending the AGM will be made available to 1000 Members on a first-cum first-served basis.
 - During the AGM, Members who would like to express any views, or ask questions may do so, by sending in writing their views or questions in advance, as may be, along with their names, DP ID and Client ID numbers/ folio numbers, email ids and mobile numbers, to reach the Company's email address at rpsgventuresagm2025@rpsg.in latest by Thursday, September 4, 2025 by 5:00 P.M. (IST).
 - When a pre-registered speaker is invited to express/raise at the AGM his/her views/ questions, already emailed in advance as requested in para (iii) 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.
 - The Company reserves the right to restrict the number of questions and speakers, as appropriate, for smooth conduct of the AGM.
- In accordance with the Circulars issued by MCA and SEBI, the Notice of the 8th AGM along with the Annual Report for the financial year 2024-25 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs). Additionally, in accordance with Regulation

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36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

5. In terms of SEBI directive, securities of listed companies can be transferred only in dematerialised form and, therefore, Members are advised to dematerialise as early as possible the shares of the Company held by them in physical form.
6. Any document referred to in the Notice is put up on the Company's website and can be accessed at <https://www.rpsgventuresltd.com/>

7. Instructions for attending the AGM

- (i) In view of the Circulars, this AGM is being held through VC/OAVM and physical attendance of the Members at the AGM is not required. Hence, Members can attend and participate in the ensuing AGM only through VC/OAVM as mentioned in Note 3(B) above as arranged by the Company with National Securities Depository Limited (NSDL).
- (ii) Members may access NSDL e-Voting system by following the steps mentioned in the Notice and after successful login, they will be requested to click on VC/OAVM link placed under "Join General Meeting" menu against the Company name. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of the Company will be displayed.
- (iii) 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 rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- (iv) Since the AGM 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 AGM. However, Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorisation letter to the

Scrutiniser by e-mail to shawmanoj2003@gmail.com with a copy marked to evoting@nsdl.com.

- (v) The facility of participation at the AGM through VC/ OAVM will be made available for 1000 Members on first come first serve basis. This will not include Large Members (i.e., Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditor etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (vi) In compliance with the Circulars, Notice of the AGM along with the Annual Report for the FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / RTA or Central Depository Services Limited / NSDL ("Depositories"). Members may note that the Notice and Annual Report for the FY 2024-25 will also be available on the Company's website at <https://www.rpsgventuresltd.com/> and on the websites of the Stock Exchanges where the shares of the Company are listed i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Additionally, Notice of the AGM will also be available at <https://www.evoting.nsdl.com>.
- (vii) 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 are requested to register/update their information by providing the signed Form ISR-1 mentioning all the details including Folio Number, Name of Member, Mobile no., email id, Bank Account details such as Bank and Branch name, Account no., and IFSC Code and self-attested scanned copy of PAN card by email to RPSG Ventures Limited at rpsgventuresagm2025@rpsg.in or to the RTA at rnt.helpdesk@in.mpms.mufg.com. The said form can be downloaded from the website of our RTA at <https://in.mpms.mufg.com>.
 - (b) Members holding share(s) in electronic mode are requested to register / update their e-mail addresses and Bank Account details as mentioned above with their respective

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Depository Participants ("DPs") for receiving all communications from the Company electronically.

- (viii) Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
- (ix) Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
- (x) During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon logging to the Company's website at <https://www.rpsgventuresltd.com> or at NSDL's website at <https://www.evoting.nsdl.com>.
- (xi) Members who need assistance before or during the AGM with regard to use of technology can:
 - (a) send a request at evoting@nsdl.com or call on 022-4886 7000; or
 - (b) contact Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email ID: evoting@nsdl.com.
- (xii) Members are encouraged to join the Meeting through Laptops for better experience. When the meeting is in progress, please keep your device under 'Mute' mode, except when you have preregistered yourself as a speaker and are invited to speak at the AGM.
- (xiii) 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.
- (xiv) Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM of the Company through VC/OAVM facility.

8. Instructions for Voting through electronic means:

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management

and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with NSDL for facilitating e-voting through electronic means, as the authorised agency. The facility of casting vote by a Member using remote e-voting system during the meeting on the date of the AGM will also be provided by NSDL.

The remote e-voting period begins on Monday, September 8, 2025 at 9:00 A.M. (IST) and ends on Wednesday, September 10, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cutoff date) i.e., Thursday, September 4, 2025. may cast their vote electronically. The voting right of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 4, 2025. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.

How does a Member 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 members holding securities in demat mode**

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 & 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.



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Type of Members	Login Method
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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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 Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911

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

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

- 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
- 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, 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.

- 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***

- Password details for members other than Individual members are given below:

- If you are already registered for e-Voting, then you can user 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

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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 members 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to shawmanoj2003@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (ie. 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. 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 i.e. Thursday, September 4, 2025 may obtain the login ID and password by sending a request at 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 or call on 22-4886 7000. 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 i.e. Thursday, September 4, 2025 may follow steps mentioned in the Notice of the AGM 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 to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those Members 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 resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share



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certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to rnt.helpdesk@in.mpms.mufig.com or rpsgventuresagm2025@rpsg.in

- Members holding share(s) in electronic mode are requested to register / update their e-mail addresses and Bank Account details as mentioned above with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
- If you are an Individual Members 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 Members holding securities in demat mode.**
- Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM 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 AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

OTHER INSTRUCTIONS:

- The voting rights of the members shall be in proportion to their shares on the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, September 4, 2025.
- 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 only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- Any person who acquires shares of the Company and becomes Member of the Company after dispatch of

the Notice and holding shares as on the Cut-off date i.e., Thursday, September 4, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com.

- M/s. Manoj Shaw & Co., Practicing Company Secretary, (Membership No FCS-5517, CP-4194) has been appointed as the Scrutiniser to scrutinise the Remote e-Voting process and votes cast through the e-Voting system during the Meeting in a fair and transparent manner.
- The Scrutiniser shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutiniser's Report.
- The Result of voting will be declared within two working days from the conclusion of AGM. The declared results along with the Scrutiniser's Report will be available forthwith on the website of the Company 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 and shall be forwarded to the National Stock Exchange of India Limited and BSE Limited.

PARTICULARS OF DIRECTOR WHO IS PROPOSED TO BE RE-APPOINTED AT THE MEETING AS REQUIRED UNDER REGULATION 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS IS GIVEN BELOW:

Dr. Sanjiv Goenka

Dr. Sanjiv Goenka (DIN:00074796) aged about 64 years, is the Chairman of the Company and also of RP - Sanjiv Goenka Group which has about 5 billion dollar turnover, over 50,000 employees and 1.2 million plus shareholders. He was the youngest-ever President of the Confederation of Indian Industry (CII) and of the Indian Chamber of Commerce. He has also been the Chairman of the Board of Governors of the Indian Institute of Technology, Kharagpur. He is presently on the Board of the Indian Institute of Management, Kolkata. Dr. Goenka is also the Chairman of the Board of Governors of International Management Institute, Delhi, Bhubaneswar and Kolkata.

Dr. Goenka is a Commerce Graduate from St. Xavier's College, Kolkata. Dr. Sanjiv Goenka has received numerous awards and four Honorary Doctoral Degrees.

Dr. Goenka is on the Board of the Company with effect from November 14, 2018 and is also the Chairman of the Board of Directors of CESC Limited (Chairman of Stakeholders' Relationship Committee and CSR Committee), PCBL Chemical Limited, Saregama India Limited (Chairman of Stakeholders' Relationship Committee), Firstsource Solutions Limited, Spencer International Hotels Limited, Spencer and Company Limited, Haldia Energy Limited, Dhariwal Infrastructure Limited and ATK Mohun Bagan Private Limited. Dr. Goenka stepped down as the Chairman and Non-Executive Director of Spencer's Retail Limited w.e.f. May 22, 2023. Dr. Goenka is entitled to receive sitting fees to be paid by the Company for attending meetings of the Board and/or Committees.

NOTICE (CONTD.)

Dr. Goenka holds 26,958 equity shares in the Company and is related to Mr. Shashwat Goenka, his son who is also a Director in the Company. Dr. Goenka is not related to any other director or key managerial personnel of the Company or their relatives.

Please refer to the Report on Corporate Governance forming part of this Annual Report for other necessary details.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESSES SET OUT IN THE NOTICE CONVENING THE EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, SEPTEMBER 11, 2025 AT 12:30 P.M. INDIAN STANDARD TIME (IST).

Item No. 3

The Board of Directors of the Company ("the Board"), based on the recommendation of the Audit Committee, at its meeting held on May 15, 2025 has approved and recommended the appointment of M/s. Anjan Kumar Roy & Co (Firm Unique Code – S2002WB051400 and Peer Review Certificate No. 869/2020), a peer reviewed firm of company secretaries in practice for a term of five consecutive years to conduct the secretarial audit of the Company from the Financial Year 2025-26 to Financial Year 2029-30 and for that purpose to hold office from the conclusion of this Eighth (8th) Annual General Meeting (AGM) till the conclusion of the Thirteenth (13th) AGM of the Company.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"):

M/s. Anjan Kumar Roy & Co., established in January 2002, is a peer reviewed firm of company secretaries led by its proprietor, Mr. Anjan Kumar Roy, a fellow member of the Institute of Company Secretaries of India and a law graduate. The firm offers corporate secretarial services, including Secretarial and Corporate Governance Audits, Due Diligence, and other certifications under the Act and the Listing Regulations. It is also engaged in corporate litigation and insolvency matters before the National Company Law Tribunal and National Company Law Appellate Tribunal, where Mr. Roy represents clients.

The remuneration proposed to be paid to the Secretarial Auditors for conduct of such audit for the financial year 2025-26, as determined by the Board is ₹75,000/- (Rupees Seventy Five Thousand Only), plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred and as may be mutually agreed between the Board and the Secretarial Auditors for the subsequent years. There is no material change in the proposed fees payable to the Secretarial Auditors as compared to the fees of the outgoing Auditor.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with the Secretarial Auditors and will be subject to the approval of the Board and the Audit Committee.

The proposed Secretarial Auditors have given their consent and have also confirmed compliance with the conditions prescribed under Regulation 24A of Listing Regulations. Approval of the Members is required for appointment of the Secretarial Auditors by means of an Ordinary Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel, or their respective relatives have any interest, financial or otherwise, in the resolution set forth in Item No. 3 of the accompanying Notice.

Item No. 4

The Members of the Company through postal ballot had passed a special resolution on February 16, 2024 approving an overall limit of investment etc. in terms of Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act").

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other bodies corporate as mentioned below.

The Company has since been making investments in securities of other bodies corporates, giving loans and guarantees to and providing securities in connection with loans to its subsidiaries/associates/joint ventures ("Group Companies") from time to time. Such facilities may be required by the Group Companies from time to time for the expansion of their business activities and other matters connected and incidental thereto for their principal business activities.

Members may note that pursuant to Section 186 of the Act, the Company can give loan or give any guarantee or provide any security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at a general meeting.

In view of the aforesaid and considering future business plans/ operation requirements of Group Companies, whereby the Company may make significant investments and / or advances etc. from time to time, it is proposed to take prior approval of the Members under Section 186 of the Act, by way of special resolution, up to a limit of ₹12,500 Crores, as proposed in the Notice.

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel, or their respective relatives have any interest, financial or otherwise, in the resolution set forth in Item No. 4 of the accompanying Notice.

Registered Office:
CESC House
Chowringhee Square
Kolkata - 700 001

Date: May 15, 2025

By Order of the Board

Sudip Kumar Ghosh
Company Secretary and
Compliance Officer
ICSI Membership No. ACS 18707