



SEC: SB: 438

September 24, 2024

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

SCRIP CODE: RPSGVENT

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

SCRIP CODE: 542333

Dear Madam/Sir (s),

Sub: Postal Ballot

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice (“Notice”) dated August 9, 2024 seeking approval of the Members of the Company, for the matters 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 Depositories / Company as on Monday, September 23, 2024 (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 from Wednesday, September 25, 2024 at 9.00 A.M. (IST) and will end on Thursday, October 24, 2024 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 <https://www.rpsgventuresltd.com/> as well as on the website of NSDL at www.evoting.nsdl.com .

Kindly take the above mentioned information on your record.

Thanking you.

Yours faithfully,

For **RPSG Ventures Limited**

SUDIP KUMAR

GHOSH

Digitally signed by SUDIP KUMAR
GHOSH
Date: 2024.09.24 17:03:44 +05'30'

Sudip Kumar Ghosh

Company Secretary and Compliance Officer

Encl: a/a

RPSG VENTURES LIMITED

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

e-mail : rpsgventures@rpsg.in □ Tel : +91 33 2225 6040 □ CIN : L74999WB2017PLC219318 □ Web : www.rpsgventuresltd.com
(Formerly known as CESC VENTURES LIMITED)

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 Circular Nos. 14/2020 dated 8 April, 2020, 17/2020 dated 13 April, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 20/2021 dated December 8, 2021, 11/2022 dated 28 December, 2022 and 09/2023 dated 25 September, 2023 (collectively “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and Circulars issued by the Securities and Exchange Board of India (“SEBI”) vide no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October, 2023 (collectively “SEBI Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof), if any, RPSG Ventures Limited (“the Company”) hereby seeks your approval on the resolutions 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 of the Act read with the Rules pertaining to the said resolution setting out the material facts and the reasons thereof is appended and forming part of the Notice.

The Board of Directors of the Company has, in compliance with the said Rules, has appointed Mr. S.M. Gupta, Practicing Company Secretary, (Membership No. FCS 896; CP No. 2053) as the Scrutinizer for conducting the Postal Ballot and E-voting process 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 SEBI Circulars, 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, please follow the process provided in the Notes 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 relating to instructions for casting of votes by E-voting.

The Scrutinizer shall submit his report to the Chairman or the Company Secretary after completion of the scrutiny of E-voting. The results of the E-voting would be announced by the Chairman or the Company Secretary of the Company, as the case may be, at the Registered Office at CESC House, Chowringhee Square, Kolkata - 700 001 within two working days from the conclusion of E-voting and will also be displayed on the Notice Board at the Registered Office of the Company. The said declared results along with the Scrutinizer’s Report shall be communicated to the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (hereinafter together referred to “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. The last date for E-voting i.e. October 24, 2024 shall be deemed to be the date of passing of the Resolution as contained in the Postal Ballot Notice.

Items of Special Business requiring approval of members through E-Voting:

1. APPOINTMENT OF MR. SUDHIR LANGER 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. Sudhir Langer (DIN : 08832163), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 9, 2024 and who holds office upto the date of the Eighth 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. SUDHIR LANGER 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 the approval of the Members of the Company and subject to such other approvals as may be necessary and pursuant to the recommendation of the Nomination & 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. Sudhir Langer (DIN : 08832163), as a Whole-time Director of the Company for a period of (3) three years with effect from August 9, 2024 on such terms and conditions, including payment of remuneration, as set out in the Statement annexed to the Notice and also contained in a letter to be issued to Mr. Langer;

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

Date : August 9, 2024

Place : Kolkata

By Order of the Board of Directors

Sudip Kumar Ghosh

Company Secretary and Compliance Officer

ICSI Membership No. ACS 18707

NOTES :

1. Voting period for E-voting will commence from Wednesday, September 25, 2024 at 9.00 A.M. (IST) and will end on Thursday, October 24, 2024 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 SEBI Circulars as mentioned hereinabove this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners on September 23, 2024 (‘Cut-off Date’) as received from the depositories. The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / Link Intime Private Limited, the Company’s Registrar and Share Transfer Agent (Linkintime) (in case of physical shareholding).
5. 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 the Company at rpsgventures@rpsg.in or to Linkintime at rnt.helpdesk@linkintime.co.in .
 - 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.
6. The Board of Directors has appointed Mr. S. M. Gupta, Practicing Company Secretary, (Membership No. FCS 896; CP No. 2053), as the “Scrutinizer” to conduct the E-voting process in a fair and transparent manner.
7. 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, Chowrighee Square, Kolkata – 700 001, Tel: (033)-2225-6040, e-mail: rpsgventures@rpsg.in
8. Pursuant to Sections 108 and 110 of the Act read with the Rules made thereunder and the Listing Regulations, the Company will be offering E-voting facility to the Members to cast their votes (for or against) electronically on business set forth in this Notice.
9. The Company has appointed National Securities Depository Limited (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.
10. Members may note that this Postal Ballot Notice will also be available on the Company’s website at www.rpsgventuresltd.com, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, (www.bseindia.com), National Stock Exchange of India Limited, (www.nseindia.com), and on the website of National Securities Depository Limited (“NSDL”), (www.evoting.nsdl.com).
11. 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 Cut-off Date i.e. September 23, 2024.
12. The last date for E-voting i.e. October 24, 2024 shall be deemed to be the date of passing of the Resolution as contained in the Postal Ballot Notice.
13. 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 mentioning his / her / its folio number / DP ID and Client ID.

14. **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:



Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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.
	2. 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
	3. 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.

	<p>4. 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;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p>
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p>
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>
	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (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.</p>

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 Shareholders 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for shareholders 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?

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.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
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/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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to smguptaandco@yahoo.com with a copy marked to 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 theirlogin.
2. 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.
3. 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

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 resolutions 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 e-mail ID to the Company at rpsgventures@rpsg.in or to Linkintime at rnt.helpdesk@linkintime.co.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 (Company email id). If you are an Individual shareholders 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 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.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of E-voting unblock the votes cast and make, not later than two working days of conclusion of the E-voting, a Scrutinizer's Report of the total votes cast in favour and against, if any, to the Chairman or the Company Secretary of the Company.

2. The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. Additionally, the results will be uploaded on the Company's website (www.rpsgventuresltd.com), on the website of NSDL (www.evoting.nsdl.com) and will also be displayed on the Notice Board at the Registered Office of the Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE

Item Nos. 1 and 2

The Board of Directors of the Company ("the Board"), at its meeting held on August 9, 2024, based on the recommendation of Nomination and Remuneration Committee of the Company (NRC), has appointed Mr. Sudhir Langer as an Additional Director of the Company who shall hold office upto the date of Eighth Annual General Meeting of the Company. The Board has also appointed Mr. Langer as the Whole-time Director of the Company subject to the approval of the Company's Members, effective August 9, 2024. Further, the Company has received the following from Mr. Langer:

- (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. Langer, 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.

A copy of the draft Letter of Appointment is available for inspection as per the procedure of inspection detailed in point no. 13 of the Notes to this Notice.

Mr. Langer fulfills the criterion 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. Langer as a Director of the Company.

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

- (a) Salary: Rs. 4.27 crore p.a, (b) Other Retirals: Rs. 0.23 crore p.a. (c.) Total – Rs. 4.50 crore p.a. He would also be entitled from time to time to bonus, incentives and such other allowances, benefits, perquisites as well as annual increments as may be permissible in terms of the Company's rules and regulations and decided by the NRC.

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.

Mr. Langer does not hold any shares in the Company and has not been related to any of the directors or promoters of the Company and has necessary qualification with expert and specialised knowledge in the field of his

profession. The terms and conditions of the said appointment of Mr. Langer 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 payment of remuneration, as above, to Mr. Langer 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 2023-24 (Rs. in Crore)	FY 2022-23 (Rs. in Crore)
Total Income	321.06	307.08
Profit before Tax	178.10	141.47
Profit after Tax	129.32	76.25

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

II. Information about the Appointee:

- 1) **Background details:** As mentioned elsewhere in the Notice.
- 2) **Past remuneration:** Same as mentioned hereinabove.
- 3) **Recognition or awards:** As mentioned elsewhere in the Notice.
- 4) **Job profile and his suitability:** As mentioned elsewhere in 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. Langer 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. Langer 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. Langer's appointment is effective from August 9, 2024 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 August 9, 2024 have considered and recommended the appointment and remuneration payable to Mr. Langer, for approval of the Members.

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

The Board is of the view that the association of Mr. Langer 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 :

CESEC House
Chowringhee Square
Kolkata – 700 001

Date : August 9, 2024
Place : Kolkata

By Order of the Board of Directors

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

Annexure-A

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

Name of the Director	Mr. Sudhir Langer
Director Identification Number	08832163
Date of Birth & Age	Date of Birth: December 12, 1974 Age: 49 years
Date of Appointment	August 9, 2024
Relationship with other Directors, Manager and Key Managerial Personnel	Mr. Langer is not related to any of the Directors of the Company.
Brief resume and expertise in Specific Functional Areas	Mr. Langer completed his Bachelor's in Architecture from Chandigarh College of Architecture. He further pursued his academic journey by obtaining a PGDBM in Marketing from MDI Gurgaon. Mr. Langer is an accomplished FMCG professional with over 20 years of experience in strategic brand management, sales, strategy and marketing management. From pioneering innovative marketing strategies to orchestrating remarkable turnarounds, his professional journey exemplifies a commitment to leadership, operational excellence and strategic foresight. In his previous assignment he served as the Chief Executive Officer at Organic India, Chief Executive Officer at Raymond Consumer Care and notable roles at Tata Consumer Products, Reckitt Benckiser and Colgate Palmolive India.
Qualification(s)	Bachelor's in Architecture from Chandigarh College of architecture. He further pursued his academic journey by obtaining a PGDBM in Marketing from MDI Gurgaon.
Terms and conditions of appointment	3 consecutive years commencing from August 9, 2024.
Remuneration last drawn	Same as mentioned hereinabove.
Number of meetings of the Board attended during the financial year 2024-25 (up to the date of dispatch of Postal Ballot notice)	1 (One)
Board Membership in other Indian listed companies as on the date of this postal ballot notice	None
Chairmanship of committees in other Indian listed companies as on the date of this postal ballot notice	None
Number of shares held in the Company as on the date of this postal ballot notice	Nil
Listed companies from which the Director has resigned in the past three years	None