

RPSG VENTURES LIMITED

Compliance Report on Corporate Governance

1. Name of Listed Entity: RPSG VENTURES LIMITED

2. Quarter ended: MARCH 31, 2026

I. Composition of Board of Directors

Title (Mr/Ms)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of appointment	Date of re-appointment	Date of cessation	Tenure (months)	Date of Birth	No. of directorship in listed entities including this listed entity [with reference to Regulation 17A]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to Regulation 17A(1)] & Reg. 17A(2)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Reg. 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg. 26(1) of the LODR Regulations)
DR.	SANJIV GOENKA		00074796	Chairperson/ Non-Executive - Non Independent Director	14-11-2018	11-09-2025		NA		5	0	2	2
MR.	SHASHWAT GOENKA		03486121	Non-Executive - Non Independent Director	14-11-2018	21-08-2024		NA		5	0	2	1
MR.	SUDHIR LANGER		08832163	Executive Director	09-08-2024	09-08-2024	31-03-2026	NA		1	0	0	0
MR.	ARJUN KUMAR		00139736	Non-Executive - Independent Director	14-11-2018	14-11-2023		88.17		2	2	3	2
MR.	KALAIKURUCHI JAIRAJ		01875126	Non-Executive - Independent Director	14-11-2018	14-11-2023		88.17		4	4	8	2
MS.	KUSUM DADOO		06967827	Non-Executive - Independent Director	23-09-2021	23-09-2021		54.08		4	4	7	1

Whether Regular chairperson appointed Yes

Whether Chairperson is related to Managing Director or CEO No

NOTE: Mr. Sudhir Langer resigned as the Whole-time Director (Executive Director category) w.e.f. March 31, 2026 (close of business hours) and Mr. Sudip Kumar Ghosh has been appointed in his place w.e.f. April 1, 2026 as the Whole-time Director (Executive Director category).



II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	MR. ARJUN KUMAR	Chairperson/Non-Executive/ Independent Director	14-11-2018	-
		MR. KALAIKURUCHI JAIRAJ	Non-Executive - Independent Director	14-08-2019	-
		MS. KUSUM DADOO	Non-Executive - Independent Director	23-09-2021	-
2. Nomination & Remuneration Committee	Yes	MR. ARJUN KUMAR	Chairperson/Non-Executive - Independent Director	14-11-2018	-
		MR. KALAIKURUCHI JAIRAJ	Non-Executive - Independent Director	15-01-2025	-
		MS. KUSUM DADOO	Non-Executive - Independent Director	23-09-2021	-
3. Stakeholder's Relationship Committee	Yes	DR. SANJIV GOENKA	Chairperson/Non-Executive - Non Independent Director	14-11-2018	-
		MR. SHASHWAT GOENKA	Non-Executive - Non Independent Director	14-11-2018	-
		MR. ARJUN KUMAR	Non-Executive - Independent Director	11-02-2019	-
4. Risk Management Committee	Yes	MR. SHASHWAT GOENKA	Chairperson/Non-Executive - Non Independent Director	16-06-2021	-
		MR. ARJUN KUMAR	Non-Executive - Independent Director	16-06-2021	-
		MR. SUDHIR LANGER	Executive Director	09-08-2024	31-03-2026
5. Corporate Social Responsibility Committee	Yes	MR. SHASHWAT GOENKA	Chairperson/Non-Executive - Non Independent Director	14-11-2018	-
		MR. ARJUN KUMAR	Non-Executive - Independent Director	14-11-2018	-
		MR. SUDHIR LANGER	Executive Director	09-08-2024	31-03-2026



III. Meeting of Board of Directors

Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
-	Yes	5	2	10-11-2025	-
06-02-2026	Yes	6	3	18-11-2025	79
30-03-2026	Yes	6	3		-

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Audit Committee	06-02-2026	Yes	3	3	18-11-2025	79
Audit Committee	None	NA	NA	NA	10-11-2025	-
Stakeholders Relationship Committee	06-02-2026	Yes	3	1	10-11-2025	87
Corporate Social Responsibility Committee	05-02-2026	Yes	3	1	None	NA
Risk Management Committee	06-02-2026	Yes	3	1	None	NA
Nomination & Remuneration Committee	06-02-2026	Yes	3	3	None	NA
Nomination & Remuneration Committee	30-03-2026	Yes	3	3	None	NA



V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes*
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

*Omnibus prior approval of Audit Committee is duly taken on Related Party Transactions where appropriate.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:
 - a. Audit Committee
 - b. Nomination & Remuneration committee
 - c. Stakeholders Relationship committee
 - d. Risk Management Committee (applicable to the top 1000 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed and was noted by the Board of Directors.


Sudip Kumar Ghosh
Compliance Officer



April 28, 2026

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	2
No. of investor complaints disposed off during the Quarter	2
No. of investor complaints those remaining unresolved at the end of the Quarter	0



C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
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During the quarter ended March 31, 2026, there were no acquisition of shares or voting rights in unlisted companies as per sub-para 1 of Part A of Schedule III.



D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
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During the quarter ended March 31, 2026, there were no such instances of imposition of fine or penalty requiring disclosure as per sub-para 20 of para A of Part A of Schedule III.



E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
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During the quarter ended March 31, 2026, there are no reportable tax litigations or disputes as per the criteria mentioned in sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular.



Details of Cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	Brief details of the event
NIL	
Note: There had been NO cyber security incident/ breach/ loss of data/ documents in the Company for the quarter ended March 31, 2026.	



RPSG Ventures Limited

ANNEXURE II

I. Disclosure on website in terms of listing Regulations

Item	Compliance status (Yes/No/NA)	Web Address
Details of business	Yes	https://www.rpsgventuresltd.com/our_business.php
Terms and conditions of appointment of independent directors	Yes	https://www.rpsgventuresltd.com/uploads/investor/Appointment_letter.pdf
Composition of various committees of board of directors	Yes	https://www.rpsgventuresltd.com/board_committees.php
Code of conduct of board of directors and senior management personnel	Yes	https://www.rpsgventuresltd.com/uploads/policies/Code%20of%20conduct.pdf
Details of establishment of vigil mechanism/ whistle blower policy	Yes	https://www.rpsgventuresltd.com/uploads/policies/Whistle%20Blower%20Policy.pdf
Criteria of making payments to non-executive directors	Yes	https://www.rpsgventuresltd.com/uploads/policies/Remuneration%20Policy.pdf
Policy on dealing with related party transactions	Yes	https://www.rpsgventuresltd.com/uploads/policies/Related%20Party%20Policy.pdf
Policy for determining 'material ' subsidiaries	Yes	https://www.rpsgventuresltd.com/uploads/policies/Policy_on_Material_Subsiary_RVL.pdf
Details of familiarization programmes imparted to independent directors	Yes	www.rpsgventuresltd.com/uploads/policies/Familiarization_Programme_for_Independent_Director.p df
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.rpsgventuresltd.com/nodal_officer.php
Email address for grievance redressal and other relevant details	Yes	https://www.rpsgventuresltd.com/nodal_officer.php
Financial results	Yes	https://www.rpsgventuresltd.com/results_to_stock_exchanges.php
Shareholding pattern	Yes	https://www.rpsgventuresltd.com/shareholding_pattern.php
Details of agreements entered into with the media companies and / or their associates	NA	-
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.rpsgventuresltd.com/schedule_of_investors_meet.php
New name and the old name of the listed entity	Yes	https://www.rpsgventuresltd.com/index.php
Advertisements as per regulation 47 (1)	Yes	https://www.rpsgventuresltd.com/newspaper_communication.php
Credit rating or revision in credit rating obtained	Yes	https://www.rpsgventuresltd.com/credit_rating.php
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.rpsgventuresltd.com/subsidiaries_annual_report.php
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.rpsgventuresltd.com/disclosures.php
Materiality Policy as per Regulation 30	Yes	https://www.rpsgventuresltd.com/uploads/policies/Material_Events_Policy.pdf
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.rpsgventuresltd.com/uploads/policies/Dividend%20Distribution%20Policy.pdf
It is certified that these contents on the website of the listed entity are correct	Yes	https://www.rpsgventuresltd.com/index.php



II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.


Sudip Kumar Ghosh
Compliance Officer



April 28, 2026

Annexure IV

RPSG Ventures Limited

Half - Yearly compliance Report on Corporate Governance

Half year ending : March 31, 2026

I. Disclosure of Loans guarantees / comfort letters / securities etc. - NOT APPLICABLE

Reason for Non applicability: Loans/ guarantees / comfort letters are provided by the Company to/for its subsidiary(ies)/joint venture whose accounts are consolidated with the Company.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to: **NIL**

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: **NIL**

Entity	Type (guarantee, comfort letter)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: **NIL**

Entity	Type of security (cash, shares etc)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

Note: The Company has not given any loan / guarantee/ comfort letter/ securities to persons referred to in this table.

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company.


Ayan Mukherjee
Chief Financial Officer
April 28, 2026

