

RPSG VENTURES LIMITED

Compliance Report on Corporate Governance

1. Name of Listed Entity : RPSG VENTURES LIMITED

2. Quarter ended : 31 MARCH 2024

1. 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 [Regulation 17(A)]	No. of Independent Directorship in listed entities including this listed entity [Regulation 17(A)(1)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity [(Regulation 26(1)]	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [(Regulation 26(1)]
DR	SANJIV GOENKA			Chairperson/ Non-Executive - Non Independent Director	14-11-2018	29-07-2022		NA	29-01-1961	5	0	5	3
MR	SHASHWAT GOENKA			Non-Executive - Non Independent Director	14-11-2018	18-08-2021		NA	12-04-1990	5	0	3	1
MR	RAJEEV RAMESH CHAND KHANDELWAL			Executive Director	26-06-2020	26-06-2023		NA	22-10-1968	1	0	0	0
MR	ARJUN KUMAR			Non-Executive - Independent Director	14-11-2018	14-11-2023		64.17	01-12-1970	2	2	3	2
MR	KALAIKURUCHI JAIRAJ			Non-Executive - Independent Director	14-11-2018	14-11-2023		64.17	25-05-1952	4	4	9	4
MS	KUSUM DADOO			Non-Executive - Independent Director	23-09-2021			30.08	02-01-1953	3	3	3	1

Whether Regular chairperson appointed	Yes
Whether Chairperson is related to Managing Director or CEO	No





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	-
		DR. SANJIV GOENKA	Non-Executive - Non 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	-
		DR. SANJIV GOENKA	Non-Executive - Non Independent Director	14-11-2018	-
		MS. KUSUM DADOO	Non-Executive - Independent Director	23-09-2021	-
3. Stakeholders Relationship Committee	Yes	SANJIV GOENKA	Chairperson/Non-Executive - Non Independent Director	14-11-2018	-
		SHASHWAT GOENKA	Non-Executive - Non Independent Director	14-11-2018	-
		ARJUN KUMAR	Non-Executive - Independent Director	11-02-2019	-
4. Risk Management Committee	Yes	SHASHWAT GOENKA	Chairperson/Non-Executive - Non Independent Director	16-06-2021	-
		ARJUN KUMAR	Non-Executive - Independent Director	16-06-2021	-
		RAJEEV RAMESH CHAND KHADELWAL	Executive Director	16-06-2021	-
5. Corporate Social Responsibility Committee	Yes	SHASHWAT GOENKA	Chairperson/Non-Executive - Non Independent Director	16-06-2021	-
		ARJUN KUMAR	Non-Executive - Independent Director	16-06-2021	-
		RAJEEV RAMESH CHAND KHADELWAL	Executive Director	16-06-2021	-



III. Meeting of Board of Directors					
Date of Meeting in the previous quarter	Date of Meeting in the relevant quarter	Whether requirement of Quorum met	No. of Directors Present	No. of Independent Director Present	Maximum gap between any two consecutive meetings (in number of days)
10-11-2023	17-01-2024	Yes	6	3	67
17-01-2024	09-02-2024	Yes	6	3	22

IV. Meeting of Committees					
Date of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	No. of Directors Present	No. of Independent	Date of meeting of the committee in	Maximum gap between any two
<u>Audit Committee</u>					
17-01-2024	Yes	4	3	10-11-2023	67
09-02-2024	Yes	4	3	17-01-2024	22
<u>Stakeholders Relationship Committee</u>					
09-02-2024	Yes	3	1	10-11-2023	90
<u>Corporate Social Responsibility Committee</u>					
09-02-2024	Yes	3	1	None	NA
<u>Risk Management Committee</u>					
05-02-2024	Yes	3	1	None	NA
<u>Nomination & Remuneration Committee</u>					
09-02-2024	Yes	3	2	None	NA



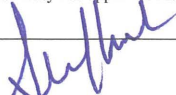
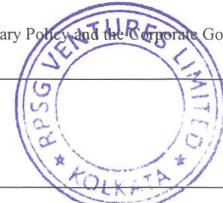
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes*
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
*Omnibus prior approval of Audit Committee is duly taken on Related Party Transactions where appropriate.	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:</p> <p>a. Audit Committee</p> <p>b. Nomination & Remuneration committee</p> <p>c. Stakeholders Relationship committee</p> <p>d. Risk Management Committee (applicable to the top 1000 listed entities)</p> <p>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.</p> <p>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.</p> <p>5. The report submitted in the previous quarter has been placed and was noted by the Board of Directors.</p>	
<div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;">  <p>Sudip Kumar Ghosh Company Secretary & Compliance officer</p> </div> <div style="text-align: center;">  </div> <div style="text-align: right;"> <p>April 15, 2024</p> </div> </div>	

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/Policy_statement_on_materiality_and_dealing_with_Related_Parties.pdf
Policy for determining 'material' subsidiaries	Yes	https://www.rpsgventuresltd.com/uploads/policies/Policy%20on%20Material%20Subsidiary.pdf
Details of familiarization programmes imparted to independent directors	Yes	https://www.rpsgventuresltd.com/uploads/policies/Familiarization%20Programme%20for%20Independent%20Director.pdf
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/uploads/credit_rating/Credit%20Rating.pdf
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)	NA
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
 Company Secretary & Compliance Officer

April 15, 2024

Annexure IV			
RPSG Ventures Limited			
Half - Yearly compliance Report on Corporate Governance			
Half year ending : March 31, 2024			
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.			
<div><div> Ayan Mukherjee Chief Financial Officer April 15, 2024</div><div></div></div>			

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, 2024	

