

**RPSG VENTURES LIMITED****Compliance Report on Corporate Governance****1. Name of Listed Entity : RPSG VENTURES LIMITED****2. Quarter ended : SEPTEMBER 30, 2024****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 [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		00074796	Chairperson/ Non-Executive - Non Independent Director	14-11-2018	29-07-2022		NA	29-01-1961	5	0	5	3
MR	SHASHWAT GOENKA		03486121	Non-Executive - Non Independent Director	14-11-2018	18-08-2021		NA	12-04-1990	5	0	3	1
MR.	SUDHIR LANGER		08832163	Executive Director	09-08-2024	09-08-2024		NA	12-12-1974	1	0	0	0
MR	*RAJEEV RAMESH CHAND KHANDLWAL		08763979	Executive Director	26-06-2020	26-06-2023	09-08-2024	NA	22-10-1968	1	0	0	0
MR	ARJUN KUMAR		00139736	Non-Executive - Independent Director	14-11-2018	14-11-2023		70.17	01-12-1970	2	2	3	2
MR	KALAIKURUCHI JAIRAJ		01875126	Non-Executive - Independent Director	14-11-2018	14-11-2023		70.17	25-05-1952	4	4	8	4
MS	KUSUM DADOO		06967827	Non-Executive - Independent Director	23-09-2021	23-09-2021		36.08	02-01-1953	4	4	6	1

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

\*Note: Mr. Rajeev Rameshchand Khandelwal resigned as the Whole-time Director of the Company w.e.f. August 9, 2024. The Board appointed Mr. Sudhir Langer as the Whole-time Director of the Company at its meeting held on August 9, 2024, subject to the approval of the members of the Company.




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	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	-
		MR. RAJEEV RAMESH CHAND KHANDELWAL	Executive Director	16-06-2021	09-08-2024
5. Corporate Social Responsibility 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	-
		MR. RAJEEV RAMESH CHAND KHANDELWAL	Executive Director	16-06-2021	09-08-2024



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)
23-05-2024	09-08-2024	Yes	5	2	77

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
<b><u>Audit Committee</u></b>					
09-08-2024	Yes	3	2	23-05-2024	77
<b><u>Stakeholders Relationship Committee</u></b>					
09-08-2024	Yes	3	1	23-05-2024	77
<b><u>Corporate Social Responsibility Committee</u></b>					
None	NA	NA	NA	23-05-2024	NA
<b><u>Risk Management Committee</u></b>					
09-08-2024	Yes	2	1	NA	NA
<b><u>Nomination &amp; Remuneration Committee</u></b>					
09-08-2024	Yes	3	2	NA	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 &amp; 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><b>Sudip Kumar Ghosh</b> Company Secretary &amp; Compliance officer</p> </div> <div style="text-align: center;">  </div> <div style="text-align: right;"> <p><b>October 9, 2024</b></p> </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	
<b>Note:</b> There had been NO cyber security incident/ breach/ loss of data/ documents in the Company for the quarter ended September 30, 2024.	



**Annexure III****RPSG Ventures Limited****Half - Yearly compliance report on Corporate Governance****Affirmations**

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes / No / NA)</b>
Copy of the Annual Report including Balance Sheet, Profit and Loss account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**Sudip Kumar Ghosh****Company Secretary & Compliance Officer****October 9, 2024**

## RPSG Ventures Limited

## Half - Yearly compliance Report on Corporate Governance

Half year ending : September 30, 2024

**I. Disclosure of Loans guarantees / comfort letters / securities etc.**(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 etc.)	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: Loans/guarantees/comfort letters are provided by the Company to/for its subsidiary and Joint Ventures whose accounts are consolidated with the Company.****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. - **NOT APPLICABLE**



**Ayan Mukherjee**  
Chief Financial Officer

October 9, 2024

