

QUARTERLY INTEGRATED FILING (GOVERNANCE)**A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis****1. Name of the Listed Entity: RPSG Ventures Limited****2. Quarter Ending: March 31, 2025****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 (Independent Director)	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.	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	29-07-2022	-	NA	29-01-1961	5	0	3	3
MR.	SHASHWAT GOENKA		03486121	Non-Executive - Non Independent Director	14-11-2018	21-08-2024	-	NA	12-04-1990	5	0	2	1
MR.	SUDHIR LANGER		08832163	Executive Director	09-08-2024	09-08-2024	-	NA	12-12-1974	1	0	0	0
MR.	ARJUN KUMAR		00139736	Non-Executive - Independent Director	14-11-2018	14-11-2023	-	76.17	01-12-1970	2	2	3	2
MR.	KALAIKURUCHI JAIRAJ		01875126	Non-Executive - Independent Director	14-11-2018	14-11-2023	-	76.17	25-05-1952	4	4	9	4
MS.	KUSUM DADOO		06967827	Non-Executive - Independent Director	23-09-2021	23-09-2021	-	42.08	02-01-1953	4	4	6	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	15-01-2025
		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	15-01-2025
		MS. KUSUM DADOO	Non-Executive - Independent Director	23-09-2021	
		MR. KALAIKURUCHI JAIRAJ	Non-Executive - Independent Director	15-01-2025	-
3. 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	-
4. 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	-
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	-



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)
14-02-2025	Yes	5	2	06-11-2024	99

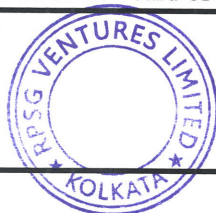
IV. Meeting of Committees

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	14-02-2025	Yes	2	2	06-11-2024	99
Stakeholders Relationship Committee	14-02-2025	Yes	2	0	06-11-2024	99
Corporate Social Responsibility Committee	14-02-2025	Yes	2	0	None	NA
Risk Management Committee	14-02-2025	Yes	2	0	None	NA
Nomination & Remuneration Committee	14-02-2025	Yes	2	2	None	NA



V. 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
 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.
- Any comments/observations/advice of Board of Directors may be mentioned here: NIL



Sudip Kumar Ghosh
Company Secretary & Compliance Officer

April 29, 2025

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	0
No. of investor complaints disposed off during the Quarter	0
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, 2025, 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, 2025, 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
During the quarter ended March 31, 2025, 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.				



Annexure IV**RPSG Ventures Limited****Half - Yearly compliance Report on Corporate Governance**

Half year ending : March 31, 2025

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 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: 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 29, 2025



RPSG Ventures Limited

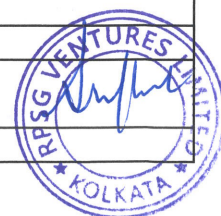
H. Website Affirmations

Sl. No.	Item	Compliance status (Yes/No/NA)	Web Address
As per Regulation 46(2) of the LODR			
a)	Details of business	Yes	https://www.rpsgventuresltd.com/our_business.php
aa)	Memorandum of Association and Articles of Association	Yes	https://www.rpsgventuresltd.com/uploads/listing_regulation/MOA%20&%20AOA.pdf
ab)	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	https://www.rpsgventuresltd.com/board_of_directors.php
b)	Terms and conditions of appointment of independent directors	Yes	https://www.rpsgventuresltd.com/uploads/investor/Appointment_letter.pdf
c)	Composition of various committees of board of directors	Yes	https://www.rpsgventuresltd.com/board_committees.php
d)	Code of conduct of board of directors and senior management personnel	Yes	https://www.rpsgventuresltd.com/uploads/policies/Code%20of%20conduct.pdf
e)	Details of establishment of vigil mechanism/ whistle blower policy	Yes	https://www.rpsgventuresltd.com/uploads/policies/Whistle%20Blower%20Policy.pdf
f)	Criteria of making payments to non-executive directors	Yes	https://www.rpsgventuresltd.com/uploads/policies/Remuneration%20Policy.pdf
g)	Policy on dealing with related party transactions	Yes	https://www.rpsgventuresltd.com/uploads/policies/Policy_statement_on_materiality_and_dealing_with_Related_Parties.pdf
h)	Policy for determining 'material' subsidiaries	Yes	https://www.rpsgventuresltd.com/uploads/policies/Policy%20on%20Material%20Subsidiary.pdf
i)	Details of familiarization programmes imparted to independent directors	Yes	www.rpsgventuresltd.com/uploads/policies/Familiarization_Programme_for_Independent_Director.pdf
j)	Email address for grievance redressal and other relevant details	Yes	https://www.rpsgventuresltd.com/contact_details.php
k)	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
l)	Financial results	Yes	https://www.rpsgventuresltd.com/results_to_stock_exchanges.php
m)	Shareholding pattern	Yes	https://www.rpsgventuresltd.com/shareholding_pattern.php
n)	Details of agreements entered into with the media companies and / or their associates	NA	-
o)	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
oa)	Audio recording, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA	-
p)	New name and the old name of the listed entity	Yes	https://www.rpsgventuresltd.com/index.php
q)	Advertisements as per regulation 47(1)	Yes	https://www.rpsgventuresltd.com/newspaper_communication.php
r)	Credit rating or revision in credit rating obtained	Yes	https://www.rpsgventuresltd.com/uploads/credit_rating/Credit%20Rating.pdf
s)	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
t)	Secretarial Compliance Report	Yes	https://www.rpsgventuresltd.com/secretarial_compliance_report.php
u)	Materiality Policy as per Regulation 30	Yes	https://www.rpsgventuresltd.com/uploads/policies/Material_Events_Policy.pdf
v)	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under Regulation 30(5)	Yes	https://www.rpsgventuresltd.com/uploads/policies/Material_Events_Policy.pdf
w)	Disclosures under Regulation 30(8)	Yes	https://www.rpsgventuresltd.com/uploads/policies/Policy%20on%20preservation%20and%20archival%20of%20documents.pdf
x)	Statements(s) of deviation(s) or variation(s) as specified in Regulation 32	NA	-
y)	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.rpsgventuresltd.com/uploads/policies/Dividend%20Distribution%20Policy.pdf
z)	Annual return as provided under Section 92 of the Companies Act, 2013	Yes	https://www.rpsgventuresltd.com/annual_return.php
za)	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	-
	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.rpsgventuresltd.com/disclosures.php
	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes	https://www.rpsgventuresltd.com/index.php



RPSG Ventures Limited**I. Affirmations w.r.t. compliance with Corporate Governance provisions****II. Annual Affirmations**

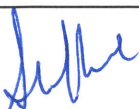
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board 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
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	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
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5), (6),& (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
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA
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
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
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
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



Approval of the Board and shareholders for compensation or profit sharing with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect to Key Managerial Personnel	26A(1), 26A(2) & 26A(3)	NA

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 29, 2025

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, 2025.	