

RPSG VENTURES LIMITED**Compliance Report on Corporate Governance**

1. Name of Listed Entity: RPSG VENTURES LIMITED

2. Quarter ended: DECEMBER 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 (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 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	29-01-1961	5	0	2	2
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		85.17	01-12-1970	2	2	3	2
MR.	KALAIKURUCHI JAIRAJ		01875126	Non-Executive - Independent Director	14-11-2018	14-11-2023		85.17	25-05-1952	4	4	8	2
MS.	KUSUM DADOO		06967827	Non-Executive - Independent Director	23-09-2021	23-09-2021		51.08	02-01-1953	4	4	7	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	-
		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	-
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)
10-11-2025	Yes	5	2	01-08-2025	100
18-11-2025	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	10-11-2025	Yes	2	2	01-08-2025	100
Audit Committee	18-11-2025	Yes	3	3	-	-
Stakeholders Relationship Committee	10-11-2025	Yes	3	1	01-08-2025	100
Corporate Social Responsibility Committee	None	NA	NA	NA	None	NA
Risk Management Committee	None	NA	NA	NA	01-08-2025	NA
Nomination & Remuneration Committee	None	NA	NA	NA	01-08-2025	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
Company Secretary & Compliance Officer

January 28, 2026



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 December 31, 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	1
No. of investor complaints disposed off during the Quarter	1
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
1	FSP Design Private Limited	19-11-2025	0.00	40.00	40.00

Note: RPSG Ventures Limited ("RVL") acquired 50,740 equity shares representing 40% of its equity share capital of FSP Design Private Limited ("FSP") on November 19, 2025, making FSP an associate company of RVL effective from the said date. The said acquisition was disclosed by RVL to the Stock Exchanges on the date of acquisition.



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
1	Registrar of Companies, Kolkata, Ministry of Corporate Affairs (MCA).	The MCA levied an aggregate penalty of Rs. 30,000/- on RPSG Sports Private Limited (RSPL), a subsidiary of RPSG Ventures Limited, and its officers in default, following RSPL's suo motu approach to the MCA for rectification of certain inadvertent and non-material omissions in its Annual Return for the F.Y. 2024-25. The matter stands fully resolved.	31-12-2025	RSPL had voluntarily approached MCA to facilitate rectification of certain inadvertent omissions in its Annual Return filed for the F.Y. 2024-25.	No impact.



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 December 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.

