

Compliance Report on Corporate Governance
RPSG VENTURES LIMITED

1. Name of Listed Entity : RPSG VENTURES LIMITED

2. Quarter ended : 30 JUNE 2023

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)]	Number 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	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	RAJEEV RAMESH CHAND KHANDELWAL		08763979	Executive Director	26-06-2020	26-06-2023*		NA	22-10-1968	1	0	0	0
MR	ARJUN KUMAR		00139736	Non-Executive - Independent Director	14-11-2018			55.16	01-12-1970	1	1	2	1
MR	KALAIKURUCHI JAIRAJ		01875126	Non-Executive - Independent Director	14-11-2018			55.16	25-05-1952	3	3	8	3
MS	KUSUM DADOO		06967827	Non-Executive - Independent Director	23-09-2021			21.07	02-01-1953	2	2	3	1

Whether Regular chairperson appointed

Yes

Whether Chairperson is related to Managing Director or CEO

No

* The Board of Directors has re-appointment Mr. Rajeev Ramesh Chand Khandelwal as the Whole-time Director of the Company for a further period of 3 (three) years with effect from June 26, 2023 in accordance with the applicable provisions of the Act, and Rules made thereunder, subject to the approval of the shareholders in the forthcoming Annual General Meeting to be held on August 4, 2023.

RPSG VENTURES LIMITED

[Signature]
Company Secretary

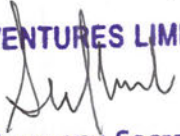
II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	ARJUN KUMAR	Non-Executive - Independent Director	14-11-2018	
		SANJIV GOENKA	Non-Executive - Non Independent Director	14-11-2018	
		KALAIKURUCHI JAIRAJ	Non-Executive - Independent Director	14-08-2019	
		KUSUM DADOO	Non-Executive - Independent Director	23-09-2021	
2. Nomination & Remuneration Committee	Yes	ARJUN KUMAR	Non-Executive - Independent Director	14-11-2018	
		SANJIV GOENKA	Non-Executive - Non Independent Director	14-11-2018	
		KUSUM DADOO	Non-Executive - Independent Director	23-09-2021	
3. Stakeholders Relationship Committee	Yes	SANJIV GOENKA	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	Non-Executive - Non Independent Director	16-06-2021	
		ARJUN KUMAR	Non-Executive - Independent Director	16-06-2021	
		RAJEEV RAMESH CHAND KHANDELWAL	Executive Director	16-06-2021	
5. CSR Committee	Yes	SHASHWAT GOENKA	Non-Executive - Non Independent Director	16-06-2021	
		ARJUN KUMAR	Non-Executive - Independent Director	16-06-2021	
		RAJEEV RAMESH CHAND KHANDELWAL	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)
13-02-2023	19-05-2023	Yes	6	3	94

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 Director Present	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<u>Audit Committee</u> 19-05-2023	Yes	4	3	13-02-2023	94
<u>Stakeholders Relationship Committee</u> 19-05-2023	Yes	3	1	13-02-2023	
<u>Corporate Social Responsibility Committee</u> 19-05-2023	Yes	3	1	13-02-2023	
<u>Risk Management Committee</u>				13-02-2023	
<u>Nomination & Remuneration Committee</u> 19-05-2023	Yes	3	2		

RPSG VENTURES LIMITED


Company Secretary

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> <p>RPSG VENTURES LIMITED</p>  <p>Company Secretary</p> <p>(Sudip Kumar Ghosh) Company Secretary</p>	