

## RPSG VENTURES LIMITED

### Compliance Report on Corporate Governance

1. Name of Listed Entity : RPSG VENTURES LIMITED

2. Quarter ended : JUNE 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            | 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                  | 14-11-2023             |                   | 67.17           | 01-12-1970    | 2  | 2   | 3   | 2  |
| MR            | KALAIKURUCHI JAIRAJ            |     | 01875126 | Non-Executive - Independent Director                               | 14-11-2018                  | 14-11-2023             |                   | 67.17           | 25-05-1952    | 4  | 4   | 9   | 4  |
| MS            | KUSUM DADOO                    |     | 06967827 | Non-Executive - Independent Director                               | 23-09-2021                  | 23-09-2021             |                   | 33.08           | 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          | -                 |
|  |                                       | 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 KHANDELWAL | 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 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) |
| 17-01-2024                              | -                                       | -                                 | -                        | -                                   | -  |
| 09-02-2024                              | 23-05-2024                              | Yes                               | 6                        | 3                                   | 103  |

| 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>                                   |                                   |                          |                    |                                     |                             |
| 23-05-2024   | Yes                               | 4                        | 3                  | 09-02-2024                          | 103                         |
| -  | -                                 | -                        | -                  | 17-01-2024                          | -                           |
|  |                                   |                          |                    |                                     |                             |
| <u>Stakeholders Relationship Committee</u>               |                                   |                          |                    |                                     |                             |
| 23-05-2024   | Yes                               | 3                        | 1                  | 09-02-2024                          | 103                         |
|  |                                   |                          |                    |                                     |                             |
| <u>Corporate Social Responsibility Committee</u>         |                                   |                          |                    |                                     |                             |
| 23-05-2024   | Yes                               | 3                        | 1                  | 09-02-2024                          | NA                          |
|  |                                   |                          |                    |                                     |                             |
| <u>Risk Management Committee</u>                         |                                   |                          |                    |                                     |                             |
| None   | NA                                | NA                       | NA                 | 05-02-2024                          | NA                          |
|  |                                   |                          |                    |                                     |                             |
| <u>Nomination &amp; Remuneration Committee</u>           |                                   |                          |                    |                                     |                             |
| None   | NA                                | NA                       | NA                 | 09-02-2024                          | 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> |  |
| <br><b>Sudip Kumar Ghosh</b><br><b>Company Secretary &amp; Compliance officer</b>  | <br><b>July 16, 2024</b> |



| 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 June 30, 2024.                               |                            |

