

25 May, 2021

Manager (Listing),
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1,
G- Block, Bandra - Kurla Complex,
Bandra (East),
Mumbai - 400 051
SCRIP CODE: RPSGVENT

The Secretary
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
SCRIP CODE: 542333

Dear Sir,

Annual Secretarial Compliance Report

In accordance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8 February 2019, we enclose herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31 March 2021, issued by Messrs. S.M. Gupta & Co, Company Secretaries.

This is for your information and record please.

Yours faithfully,
For RPSG Ventures Limited,

COMPANY SECRETARY

Encl: a/a

ICSI Membership No: A18707

Fax : (033) 2236-7135
Email : smguptaandco@yahoo.com
smguptaandco@gmail.com
Website : www.smguptaco.com

Offi. : 2236 1385,2236 7135
Phones : Resi. : 2534 8148
Mobile : 98300 57568

S. M. GUPTA & CO.
COMPANY SECRETARIES
P-15 BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated.....

Secretarial Compliance Report of
RPSG VENTURES LIMITED
(Formerly known as CESC Ventures Limited)
for the year ended 31.03.2021

TO THE MEMBERS OF
RPSG VENTURES LIMITED
(Formerly known as “CESC Ventures Limited”)

We, **S. M. Gupta & Co**, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **RPSG VENTURES LIMITED (Formerly known as “CESC Ventures Limited)** (“the listed entity”/“the Company”) having **CIN: L74999WB2017PLC219318** and Registered office at CESC House, Chowringhee Square, Kolkata - 700001 alongwith address other than Registered Office at RPSG House, 2/4 Judges Court Road, Kolkata-700027,
- (b) the filings/ submissions made by the listed entity to the stock exchanges, where the shares of the Company are listed.
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, including by way of remote audit,

for the year ended **31.03.2021** (“Review Period”) in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; to the extent applicable to the Company; and
- b. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”); to the extent applicable to the Company;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

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Dated.....

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable during the year under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable during the year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable during the year under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the year under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable during the year under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; to the extent applicable to the company

Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---------|--|------------|---|
| 1 | NIL | NA | NA |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under

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Dated.....

the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken e.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---|--|
| 1 | NA | NA | NA | NA |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|--|--|--|
| 1 | NA | NA | NA | NA |

Since there were no observations in the report for the previous year, the question of any action taken by the listed entity did not arise.

This Report is being issued under the precautionary measures of work from home due to COVID-19 with limited resources available to us.

Place: Kolkata

Date : 24.05.2021

(S. M. Gupta)
Partner
S. M. GUPTA & CO.
Company Secretaries
Firm Registration No.: P1993WB046600
Membership No.: .FCS – 896
CP No : 2053
Peer Review No: 718/2020
UDIN: F000896C000362136