

## Annual Return (other than OPCs and Small Companies)

**Refer the instruction kit for filing the form.**

## I. REGISTRATION AND OTHER DETAILS

## Pre-fill

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AAICR1474J

RPSG VENTURES LIMITED

CECSC House  
Chowringhee Square  
Kolkata  
Kolkata  
West Bengal  
700001

|sudip.ghosh@rpsg.in

+913322258348

[www.rpsqventuresltd.com](http://www.rpsqventuresltd.com)

07/02/2017

(vi) \*Whether shares listed on recognized Stock Exchange(s) ☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024
2	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

14

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	QUEST PROPERTIES INDIA LIM +	U70101WB2006PLC108175	Subsidiary	100
2	METROMARK GREEN COMMOC +	U51221WB2004PTC098581	Subsidiary	100

3	GUILTFREE INDUSTRIES LIMITED +	U15549WB2017PLC218864	Subsidiary	100
4	APRICOT FOODS PRIVATE LIMITED +	U15499GJ2003PTC043068	Subsidiary	70
5	BOWLOPEDIA RESTAURANTS LIMITED +	U55209WB2017PLC220862	Subsidiary	100
6	HERBOLAB INDIA PRIVATE LIMITED +	U51909MH1980PTC022628	Subsidiary	100
7	APA SERVICES PRIVATE LIMITED +	U93000WB2011PTC168881	Subsidiary	100
8	KOLKATA GAMES AND SPORTS PRIVATE LIMITED +	U74900WB2014PTC201921	Subsidiary	89
9	RUBBERWOOD SPORTS PRIVATE LIMITED +	U74999WB2017PTC221747	Subsidiary	76
10	ATK MOHUN BAGAN PRIVATE LIMITED +	U92419WB2020PTC237527	Subsidiary	71.2
11	RPSG SPORTS PRIVATE LIMITED +	U92410WB2021PTC249453	Subsidiary	51
12	RPSG SPORTS VENTURES PRIVATE LIMITED +	U92410WB2021PTC243065	Subsidiary	51
13	FIRSTSOURCE SOLUTIONS LIMITED +	L64202MH2001PLC134147	Subsidiary	53.66
14	FIRSTSOURCE PROCESS MANAGEMENT +	U72200KA2010PLC055713	Subsidiary	53.66

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \* SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,240,000,000	29,511,409	29,511,409	29,511,409
Total amount of equity shares (in Rupees)	12,400,000,000	295,114,090	295,114,090	295,114,090

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARES</b>				
Number of equity shares	1,240,000,000	29,511,409	29,511,409	29,511,409
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	12,400,000,000	295,114,090	295,114,090	295,114,090

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	10,000,000	0	0	0
Total amount of preference shares (in rupees)	100,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARES				
Number of preference shares	10,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	100,000,000	0	0	0

#### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

#### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	245,524	26,395,885	26641409	266,414,090	266,414,090	
<b>Increase during the year</b>	0	2,880,619	2880619	28,700,000	28,700,000	2,209,900,000
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	2,870,000	2870000	28,700,000	28,700,000	2,209,900,000
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify		10,619	10619			
DEMAT						
<b>Decrease during the year</b>	10,619	0	10619	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	10,619		10619			
DEMAT						
<b>At the end of the year</b>	234,905	29,276,504	29511409	295,114,090	295,114,090	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	2,870,000	2870000	28,700,000	28,700,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	2,870,000	2870000	28,700,000	28,700,000	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify		2,870,000	2870000	28,700,000	28,700,000	
Conversion of Compulsarily Convertible Preference						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE425Y01011

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

1,615,000,000

**(ii) Net worth of the Company**

22,876,600,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	26,958	0.09	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	



6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	11,759,326	39.85	0	
10.	Others	0	0	0	
	<b>Total</b>	11,786,284	39.94	0	0

**Total number of shareholders (promoters)**

2

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,290,248	21.31	0	
	(ii) Non-resident Indian (NRI)	770,679	2.61	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	156,491	0.53	0	
4.	Banks	1,232	0	0	
5.	Financial institutions	3,830	0.01	0	
6.	Foreign institutional investors	3,267,201	11.07	0	
7.	Mutual funds	475,737	1.61	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	717,664	2.43	0	
10.	Others      Clearing member, Overseas +	6,042,043	20.47	0	

	<b>Total</b>	17,725,125	60.04	0	0
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**Total number of shareholders (other than promoters)** 44,268

**Total number of shareholders (Promoters+Public/  
Other than promoters)** 44,270

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
As per Annexure	As per Annexure				

## **VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	47,375	44,268
Debenture holders	0	0

## **VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**




**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	2	0	2	0	0.18
<b>B. Non-Promoter</b>	1	3	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0.18

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANJIV GOENKA	00074796	Director	26,958	
SHASHWAT GOENKA	03486121	Director	22,281	
KUSUM DADOO	06967827	Director	0	
ARJUN KUMAR	00139736	Director	0	
KALAIKURUCHI JAIRA 	01875126	Director	0	
RAJEEV RAMESH CHA 	08763979	Whole-time director	1,150	
SUDIP KUMAR GHOSH 	ADLPG9043K	Company Secretary	0	
AYAN MUKHERJEE	ADPPM5974M	CFO	0	


**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING 	29/07/2022	47,316	54	52.89

**B. BOARD MEETINGS**

\*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/05/2022	6	6	100
2	11/08/2022	6	6	100
3	31/10/2022	6	6	100
4	14/11/2022	6	6	100
5	13/02/2023	6	5	83.33

### C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM +	13/05/2022	4	4	100
2	AUDIT COMM +	11/08/2022	4	4	100
3	AUDIT COMM +	14/11/2022	4	4	100
4	AUDIT COMM +	13/02/2023	4	3	75
5	STAKEHOLDER +	13/05/2022	3	3	100
6	STAKEHOLDER +	11/08/2022	3	3	100
7	STAKEHOLDER +	14/11/2022	3	3	100
8	STAKEHOLDER +	13/02/2023	3	3	100
9	NOMINATION +	13/05/2022	2	2	100
10	NOMINATION +	11/08/2022	2	2	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	SANJIV GOEN	5	5	100	10	10	100	

2	SHASHWAT C	5	5	100	8	8	100	
3	KUSUM DAD	5	5	100	6	6	100	
4	ARJUN KUMA	5	5	100	14	14	100	
5	KALAIKURUC	5	4	80	4	3	75	
6	RAJEEV RAM	5	5	100	4	4	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJEEV RAMESH	WHOLE TIME D	36,200,000	0	0	70,300,000	106,500,000
	Total		36,200,000	0	0	70,300,000	106,500,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUDIP KUMAR GH	COMPANY SEC	3,523,702	0	0	0	3,523,702
2	AYAN MUKHERJE	CFO	1,646,012	0	0	0	1,646,012
	Total		5,169,714	0	0	0	5,169,714

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJIV GOENKA	DIRECTOR	1,000,000				1,000,000
2	SHASHWAT GOEN	DIRECTOR	900,000				900,000
3	KUSUM DADOO	DIRECTOR	850,000				850,000
4	ARJUN KUMAR	DIRECTOR	1,250,000				1,250,000
5	K.JAIRAJ	DIRECTOR	550,000				550,000
	Total		4,550,000	0			4,550,000

## XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- \* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

## XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

## XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

## XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

S.M.GUPTA

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

2053

### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

DIN of the director

08763979

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

18707

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**