

**FORM NO. MGT-7**

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return

(other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

**I. REGISTRATION AND OTHER DETAILS**

(i) \* Corporate Identification Number (CIN) of the company

L74999WB2017PLC219318

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAICR1474J

(ii) (a) Name of the company

RPSG VENTURES LIMITED

(b) Registered office address

CESC House Chowringhee Square NA  
Kolkata  
Kolkata  
West Bengal  
700001



(c) \*e-mail ID of the company

sudip.ghosh@rpsg.in

(d) \*Telephone number with STD code

913322256040

(e) Website

www.rpsgventuresltd.com/

(iii) Date of Incorporation

07/02/2017

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(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
	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024
	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, Vikh  
roli (West), NA

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(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

15

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 COMM +	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 +	U51909WB1980PTC268995	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	FIRSTSOURCE SOLUTIONS LIMITED +	L64202MH2001PLC134147	Subsidiary	53.66
12	FIRSTSOURCE PROCESS MANAGEMENT PRIVATE LIMITED +	U72200MH2010PLC423887	Subsidiary	53.66
13	RPSG SPORTS PRIVATE LIMITED +	U92410WB2021PTC249453	Subsidiary	51
14	RPSG SPORTS VENTURES PRIVATE LIMITED +	U92410WB2021PTC243065	Subsidiary	51
15	NANOBI DATA AND ANALYTICS PRIVATE LIMITED +	U72200KA2012PTC062235	Associate	11.69

#### 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	33,086,409	33,086,409	33,086,409
Total amount of equity shares (in Rupees)	12,400,000,000	330,864,090	330,864,090	330,864,090

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	33,086,409	33,086,409	33,086,409
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	12,400,000,000	330,864,090	330,864,090	330,864,090

###### (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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	234,905	29,276,504	29511409	295,114,090	295,114,090	
<b>Increase during the year</b>	0	3,586,784	3586784	35,750,000	35,750,000	2,806,375,000
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	3,575,000	3575000	35,750,000	35,750,000	2,806,375,000
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	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify		11,784	11784			
PHYSICAL SHARES DEMATTED						
<b>Decrease during the year</b>	11,784	0	11784	117,840	117,840	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	11,784	0	11784	117,840	117,840	
Demat of Shares during the year						
<b>At the end of the year</b>	223,121	32,863,288	33086409	330,746,250	330,746,250	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<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	0	0	0	0	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						
<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" value="04/08/2023"/>		
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"/>
--	----------------------

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

**(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**

27,138,300,000

**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	0.08	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)	12,929,326	39.08	0	
10.	Others	0	0	0	
	<b>Total</b>	12,956,284	39.16	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	7,698,151	23.27	0	
	(ii) Non-resident Indian (NRI)	393,137	1.19	0	
	(iii) Foreign national (other than NRI)	10,893	0.03	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	2,100	0.01	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	146,491	0.44	0	
4.	Banks	1,232	0	0	
5.	Financial institutions	519,005	1.57	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	737	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,263,984	21.95	0	
10.	Others	4,094,395	12.37	0	

	<b>Total</b>	20,130,125	60.83	0	0
--	--------------	------------	-------	---	---

**Total number of shareholders (other than promoters)** 41,670

**Total number of shareholders (Promoters+Public/  
Other than promoters)** 41,672

**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)	44,268	41,670
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
<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
<b>Total</b>	1	5	1	5	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 8

**(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 JAIRAJ	01875126	Director	0	
RAJEEV RAMESH CHANDRA	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**

0

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

1

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	04/08/2023	44,397	55	

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/05/2023	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	10/08/2023	6	6	100
3	10/11/2023	6	6	100
4	17/01/2024	6	6	100
5	09/02/2024	6	6	100

### C. COMMITTEE MEETINGS

Number of meetings held

16

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	19/05/2023	4	4	100
2	AUDIT COMM	10/08/2023	4	4	100
3	AUDIT COMM	10/11/2023	4	4	100
4	AUDIT COMM	17/01/2024	4	4	100
5	AUDIT COMM	09/02/2024	4	4	100
6	STAKEHOLDER	19/05/2023	3	3	100
7	STAKEHOLDER	10/08/2023	3	3	100
8	STAKEHOLDER	10/11/2023	3	3	100
9	STAKEHOLDER	09/02/2024	3	3	100
10	NOMINATION	19/05/2023	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		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	
1	SANJIV GOEN	5	5	100	12	12	100	
2	SHASHWAT C	5	5	100	8	8	100	

3	KUSUM DADOO	5	5	100	8	8	100	
4	ARJUN KUMAR	5	5	100	16	16	100	
5	KALAIKURUCHI JA	5	5	100	5	5	100	
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	35,100,000	0	0	22,700,000	57,800,000
	Total		35,100,000	0	0	22,700,000	57,800,000

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 Secre	3,523,702	0	0	0	3,523,702
2	AYAN MUKHERJEE	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	0	0	0	1,100,000	1,100,000
2	SHASHWAT GOEN	DIRECTOR	0	0	0	900,000	900,000
3	KUSUM DADOO	DIRECTOR	0	0	0	950,000	950,000
4	ARJUN KUMAR	DIRECTOR	0	0	0	1,450,000	1,450,000
5	KALAIKURUCHI JA	DIRECTOR	0	0	0	800,000	800,000
	Total		0	0	0	5,200,000	5,200,000

**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

To be digitally signed by

- Company Secretary  
 Company secretary in practice

Membership number

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**