

SEC: JC: 297

May 19, 2023

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

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
SCRIP CODE: 542333

Dear Sir/ Madam,

Outcome of Board Meeting held on May 19, 2023

We write to inform you that pursuant to Regulations 30, 33 and other applicable Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('LODR'), the Board of Directors of the Company, at their meeting held today i.e., May 19, 2023, *inter alia*:

1. Financial Results

Considered, approved and taken note of the Audited Financial Results (Standalone and Consolidated) of the Company, for the fourth quarter and year ended on March 31, 2023.

A copy of the said results along with the Statement of Assets and Liabilities, Auditors' Report and a declaration on Auditors' Report with unmodified opinion are enclosed herewith as **Annexure -A**.

2. Re-appointments of Independent Directors

Approved the re-appointments of (a) Mr. Kalaikuruchi Jairaj (DIN 01875126) and (b) Mr. Arjun Kumar (DIN:00139736), both Independent Directors, for a second term of five (5) years with effect from November 14, 2023 to November 13, 2028, based on the recommendation of Nomination and Remuneration Committee ('NRC') and subject to the approval of shareholders through Special Resolution at the ensuing Annual General Meeting of the Company.

Mr. Jairaj and Mr. Kumar are not related to any Director of the Company and satisfies the criteria of independence prescribed under the Companies Act, 2013 and LODR. Further we confirm that Mr. Jairaj and Mr. Kumar are not debarred from holding the office of Director by virtue of any SEBI order or any other statutory authority.

Requisite details in respect of the brief profile of Mr. Jairaj and Mr. Kumar, pursuant to Regulation 30 of LODR are enclosed herewith as **Annexure B** and **Annexure C** respectively.

3. Re-appointment of Whole Time Director

Approved the re-appointment of Mr. Rajeev Ramesh Chand Khandelwal (DIN:08763979) as a Whole-time Director of the Company for a further period of three (3) years with effect from June 26, 2023, based on the recommendation of the NRC and subject to the approval of shareholders at the ensuing Annual General Meeting of the Company. The current term of office of Mr. Rajeev Ramesh Chand Khandelwal ends on June 25, 2023.



RPSG VENTURES LIMITED

Regd. Office : CESC House, Chowringhee Square, Kolkata - 700 001, India

e-mail : rpsgventures@rpsg.in □ Tel : +91 33 2225 6040 □ CIN : L74999WB2017PLC219318 □ Web : www.rpsgventuresltd.com
(Formerly known as CESC VENTURES LIMITED)

Mr. Khandelwal is not related to any Director of the Company. Further we confirm that Mr. Khandelwal is not debarred from holding the office of Director by virtue of any SEBI order or any other statutory authority.

Requisite details in respect of his brief profile, pursuant to Regulation 30 of LODR are enclosed herewith as **Annexure D**.

4. Re-appointment of Auditors

Approved the re-appointment of M/s Batliboi, Purohit & Darbari, Chartered Accountants, (Firm Registration No. 303086E) as the Statutory Auditors of the Company to hold office for a second term from the conclusion of the forthcoming Sixth Annual General Meeting (AGM) till the conclusion of the Eleventh AGM, based on the recommendation of Audit Committee and subject to the approval of the Members at the ensuing Annual General Meeting of the Company.

Requisite particulars pursuant to Regulation 30 of LODR are enclosed herewith as **Annexure E**.

5. Voluntary liquidation of wholly owned subsidiary

Taken on record that Bowlopedia Restaurants India Limited (BRIL), a wholly-owned subsidiary of the Company, has resolved to pursue the process of voluntary liquidation in accordance with the Insolvency and Bankruptcy Code 2016 read with Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 and other applicable laws, rules and regulations. In this connection, the Board of Directors of the Company has confirmed and approved the voluntary liquidation process initiated by BRIL, as aforesaid.

It may be noted that BRIL is not a material subsidiary of RPSG Ventures Limited and dissolution of this subsidiary will not affect any business of RPSG Ventures Limited.

Requisite details, pursuant to Regulation 30 of LODR are enclosed herewith as **Annexure F**.

The Meeting of the Board of Directors of the Company commenced at 12:15pm and concluded at 1:15pm 

You are requested to acknowledge the afore-mentioned information and oblige.

Yours faithfully,
For **RPSG Ventures Limited**


Sudip Kumar Ghosh
Company Secretary & Compliance Officer

Encl: a/a



**INDEPENDENT AUDITOR'S REPORT ON THE QUARTERLY AND YEAR TO DATE
AUDITED STANDALONE FINANCIAL RESULTS OF THE COMPANY PURSUANT TO
THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS 2015, AS AMENDED**

**TO THE BOARD OF DIRECTORS OF
RPSG VENTURES LIMITED
(Formerly CESC Ventures Limited)**

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying statement of quarterly and year to date Standalone Financial Results of **RPSG VENTURES LIMITED (Formerly CESC Ventures Limited)** ("the Company"), for the quarter ended March 31, 2023 and for the year ended March 31, 2023 (the "Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. is presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, of the net profit for the quarter and for the year ended March 31, 2023 and other comprehensive income for the quarter and for the year ended March 31, 2023 and other financial information of the Company for the quarter ended March 31, 2023 and for the year ended March 31, 2023.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.



Management's Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and other comprehensive income of the Company and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financials statements in place and the operating effectiveness of such control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness of accounting policies used and the reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Statement of the Company to express an opinion on the Statement.

Materiality is the magnitude of misstatements in the Statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Statement.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Other Matter

The Statement includes the results for the quarter ended March 31, 2023 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2023 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For **Batliboi, Purohit & Darbari**
Chartered Accountants
Firm's Registration No.303086E



Hemal Mehta
Partner

Membership No.063404
UDIN: 23063404BGTUXK9814



Place: Kolkata
Date: 19 May, 2023



RPSG Ventures Limited

(formerly known as CESC Ventures Limited)

CIN : L74999WB2017PLC219318

Registered Office: CESC House, Chowringhee Square, Kolkata - 700 001

Email ID: rpsgventures@rpsg.in; Website: www.rpsgventuresltd.com

Statement of Standalone Audited Financial Results for the Quarter and Year ended 31st March 2023

(Rs.in crore)

Particulars	Three months ended			Year ended	
	31.03.2023 (Audited) (Refer Note 5)	31.12.2022 (Unaudited)	31.03.2022 (Audited) (Refer Note 5)	31.03.2023 (Audited)	31.03.2022 (Audited)
	(1)	(2)	(3)	(4)	(5)
Income from operations					
Revenue from operations	40.37	40.38	40.38	161.50	161.50
Other income	136.44	3.29	134.63	145.58	135.24
Total Income	176.81	43.67	175.01	307.08	296.74
Expenses					
Employee benefits expense	7.84	6.81	6.40	35.89	27.67
Finance Cost	3.06	2.65	2.97	13.81	5.58
Depreciation & Amortisation Expense	0.56	0.54	0.43	2.18	1.12
Other expenses	25.66	10.13	29.50	53.36	56.45
Total expenses	37.12	20.13	39.30	105.24	90.82
Profit before exceptional item and tax	139.69	23.54	135.71	201.84	205.92
Exceptional Item (Refer Note-3)	(48.03)	(7.79)	(8.11)	(70.37)	(8.11)
Profit before tax	91.66	15.75	127.60	131.47	197.81
Tax Expenses :-					
Current Tax	36.44	5.52	37.76	50.87	54.96
Deferred Tax expense/(credit)	3.37	0.26	(1.96)	4.35	(1.82)
Total tax expense	39.81	5.78	35.80	55.22	53.14
Profit for the period	51.85	9.97	91.80	76.25	144.67
Other comprehensive income					
<i>Items that will not be reclassified to profit or loss (net of taxes)</i>					
Remeasurement of defined benefit plan	(0.29)	0.10	(0.06)	0.06	(0.14)
Gain on fair valuation of investment	(0.23)	-	14.26	2.18	14.26
Other Comprehensive Income for the period	(0.52)	0.10	14.20	2.24	14.12
Total Comprehensive Income for the period	51.33	10.07	106.00	78.49	158.79
Paid-up Equity Share Capital (Face value of Rs. 10 each)	29.51	29.51	26.64	29.51	26.64
Other Equity as per latest audited Balance Sheet				2,258.15	2,179.66
Earnings Per Share (EPS) (Rs.) (Face Value of Rs. 10 each)					
Basic	17.57 *	3.38 *	34.61 *	26.83	54.56
Diluted	17.57 *	3.38 *	33.41 *	25.84	54.08
* not annualised					



1 Statement of Assets and Liabilities

PARTICULARS	(Rs.in crore)	
	As at 31.03.2023	As at 31.03.2022
	Audited	Audited
ASSETS		
Non-current Assets		
Property, Plant and Equipment	25.34	16.72
Capital work-in-progress	0.35	0.35
Right of use Assets	29.60	30.12
Intangible assets	0.80	1.01
Financial Assets		
(i) Investments	2,292.24	2,202.03
(ii) Loans	0.38	83.08
(iii) Others	0.90	27.40
Non-Current Tax Assets (Net)	2.00	-
Other non-current assets	4.95	-
Total	2,356.56	2,360.71
Current assets		
Financial Assets		
(i) Investments	-	27.16
(ii) Trade receivables	0.49	0.16
(iii) Cash and cash equivalents	33.57	61.51
(iv) Bank balances other than (iii) above	0.03	0.03
(v) Loans	219.60	0.20
(vi) Others	8.03	2.97
Other current Assets	4.74	4.85
Total	266.46	96.88
TOTAL ASSETS	2,623.02	2,457.59
EQUITY AND LIABILITIES		
Equity		
(i) Equity Share capital	29.51	26.64
(ii) Other Equity Instruments	-	2.87
(iii) Other Equity	2,258.15	2,179.66
Total	2,287.66	2,209.17
LIABILITIES		
Non-current Liabilities		
Financial Liabilities		
(i) Borrowing	42.04	83.96
Provisions	12.68	11.35
Deferred Tax liabilities (net)	1.24	1.41
Other non-current liabilities	3.21	4.09
Total	59.17	100.81
Current Liabilities		
Financial Liabilities		
(i) Borrowing	102.50	-
(ii) Trade Payables		
(a) Total outstanding dues to Micro Enterprises & Small Enterprises	0.04	0.04
(b) Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	8.73	6.16
(iii) Other financial liabilities	158.73	135.82
Other current liabilities	4.16	2.53
Provisions	2.03	2.40
Current Tax Liabilities - Net	-	0.66
Total	276.19	147.61
TOTAL EQUITY AND LIABILITIES	2,623.02	2,457.59

- The above results were reviewed by the Audit Committee and taken on record by the Board of Directors at their meetings held on 19th May, 2023.
- Exceptional items represent impairment/provisioning in the investment in subsidiary companies.
- The Company has only one business segment, i.e., information technology and allied services and does not operate in any other reportable segment as per Ind AS 108 "Operating Segments".
- The figures for the 3 months ended 31.03.23 and corresponding 3 months ended 31.03.22 are the balancing figure between audited figures in respect of the full financial year and the published year to date figures upto third quarter of the respective financial years.
- Figures for the previous periods/years have been regrouped/reclassified wherever necessary to conform to the current period's classification.
- Statement of Cash Flow is attached as Annexure-I



By Order of the Board

Rajeev Ramesh Chand Khandelwal
Whole-time Director
DIN: 08763979

Statement of Cash Flow for the year ended 31st March, 2023

(Rs in Crore)

Particulars	For the year ended 31st March 2023 (Audited)	For the year ended 31st March 2022 (Audited)
A. Cash flow from Operating Activities		
Profit before Taxation	131.47	197.81
Adjustments for :		
Exceptional Item	70.37	8.11
Gain on sale/fair value of current investments (net)	(1.61)	(0.16)
Dividend Income	(130.89)	(130.89)
Interest Income	(11.94)	(3.32)
Other Miscellaneous Income	(0.98)	(0.32)
Depreciation and Amortisation expense	2.18	1.12
Finance Cost	13.81	5.58
Bad Debts written off	-	2.95
Operating Profit before Working Capital Change	72.41	80.88
Adjustments for change in:		
Trade and other receivables	(0.14)	(3.40)
Other payables	27.42	129.64
Cash Generated from Operations	99.69	207.12
Income Tax paid (net of refund)	(25.00)	(21.16)
Net cash flow from/(used in) Operating Activities	74.69	185.96
B. Cash flow from Investing Activities		
Purchase of property, plant and equipment. RoU Assets and Intangible Assets (including CWIP & Capital Advance)	(15.02)	(11.35)
Sale of Non-current Investments	23.50	-
Sale/(purchase) of Current Investments (net)	28.77	(27.00)
Dividend received (net of Income Tax of Rs. 32.94 Cr., PY: 32.94 Cr.)	97.95	97.95
Interest received	6.88	0.55
Loan to a Subsidiaries and Joint Venture	(136.78)	(82.68)
Investment in Subsidiaries and Joint Ventures including Share Application Money	(155.51)	(435.06)
Net cash flow from/(used in) Investing Activities	(150.21)	(457.59)
C. Cash flow from Financing Activities		
Proceeds from issue of Compulsory Convertible Preference Shares including Securities premium	-	234.00
Proceeds from Non-current Borrowing	-	83.72
Proceeds from Current Borrowing	60.00	-
Finance Cost paid	(12.42)	(5.34)
Net Cash flow from/(used in) Financing Activities	47.58	312.38
Net Increase / (Decrease) in cash and cash equivalents	(27.94)	40.75
Cash and Cash equivalents - Opening Balance	61.51	20.76
Cash and Cash equivalents - Closing Balance	33.57	61.51
Cash and Cash equivalents comprise:		
Balances with Bank in current account	11.89	16.51
Bank Deposits with original maturity upto 3 months	21.68	45.00
	33.57	61.51



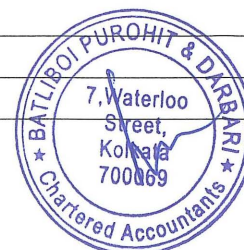
INDEPENDENT AUDITORS' REPORT ON THE QUARTERLY AND YEAR TO DATE CONSOLIDATED FINANCIALS RESULTS OF THE COMPANY PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED**TO THE BOARD OF DIRECTORS OF
RPSG Ventures Limited
(Formerly CESC Ventures Limited)****Report on the audit of the Consolidated Financial Results****Opinion**

We have audited the accompanying Statement of quarterly and year to date Consolidated Financial Results of **RPSG Ventures Limited** (Formerly CESC Ventures Limited) ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), its associate and joint ventures for the quarter ended March 31, 2023 and for the year ended March 31, 2023 ("the Statement"), attached herewith, being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, associate and joint ventures referred to in Other Matters section below, the Statement:

- (i) includes the results of the following entities:

Sl. No.	Name of Subsidiaries, Associate and Joint Ventures
	Subsidiaries:
1	Quest Properties India Limited.
2	Metromark Green Commodities Private Limited.
3	Guiltfree Industries Limited
4	Apricot Foods Private Limited
5	Bowlopedia Restaurants India Limited
6	Herbolab India Private Limited
7	Firstsource Solutions Limited
8	Firstsource Group USA, Inc.
9	Firstsource Solutions UK Limited
10	Firstsource Solutions S.A.
11	Firstsource Advantage LLC
12	Firstsource Business Process Services, LLC
13	Firstsource Health Plans and Healthcare Services LLC (Formerly Firstsource Transactions Services LLC)
14	Firstsource Process Management Services Limited
15	Firstsource BPO Ireland Limited
16	Firstsource-Dialog Solutions (Private) Limited
17	One Advantage LLC,
18	MedAssit Holding LLC



Sl. No.	Name of Subsidiaries, Associate and Joint Ventures
19	Firstsource Solutions USA, LLC
20	Sourcepoint, Inc.
21	Sourcepoint Fulfillment Services, Inc.
22	PatientMatters LLC
23	Kramer Technologies, LLC
24	Medical Advocacy Services for Healthcare, Inc.
25	Firstsource Employee Benefit Trust
26	The Stonehill Group, Inc.
27	American Recovery Services, Inc.
28	Firstsource Solutions Mexico, S. de R.L. de C.V
29	APA Services Private Limited
30	Rubberwood Sports Private Limited
31	Kolkata Games and Sports Private Limited
32	ATK Mohun Bagan Private Limited
33	Aakil Nirmal LLP
34	RP-SG Unique Advisory LLP
35	RPSG Sports Private Limited
36	RPSG Sports Ventures Private Limited
37	RPSG Sports South Africa Pty Limited
38	Firstsource Solutions Jamaica Limited
	Joint Ventures
39	RP-SG Ventures Advisory LLP
40	RP-SG Ventures Fund I
41	RP-SG Capital Ventures Opportunity Fund I
42	RPSG Capital Ventures Fund II
	Associate
43	Nanobi Data and Analytics Private Limited

- (ii) are presented in accordance with the requirements of the Listing Regulation in this regard; and
- (iii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated net loss for the quarter ended March 31, 2023 and for the year ended March 31, 2023, other comprehensive loss for the quarter ended March 31, 2023, other comprehensive income for the year ended March 31, 2023 and other financial information of the Group for the quarter ended March 31, 2023 and for the year ended March 31, 2023.



Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs"), as specified under Section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in "Auditor's Responsibilities for the Audit of the Consolidated Financial results" section of our report. We are independent of the Group, its associate and joint ventures in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statement under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matters" section below, is sufficient and appropriate to provide a basis for our audit opinion.

Management's Responsibilities for the Statement

The Statement has been prepared on the basis of the consolidated annual financial statements. The Parent's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net loss and other comprehensive income/loss and other financial information of the Group including its associate and joint ventures in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

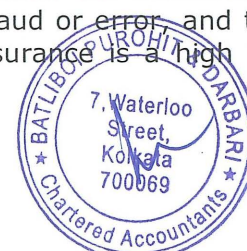
The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Directors of the Parent, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for overseeing the financial reporting process of the Group and of its associate and joint ventures.

Auditor's Responsibilities for the audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of



assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Evaluate the appropriateness of accounting policies used and the reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and its associate and joint ventures of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Statement. We are responsible for the



direction, supervision and performance of the audit of financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Statement.

We communicate with those charged with governance of the Parent and such other entities included in the Statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, to the extent applicable.

Other Matters

- We did not audit the financial statements of six (6) subsidiaries included in the consolidated financial results, whose financial statements reflect total assets of Rs. 6,449.85 crore as at March 31, 2023 and total revenues of Rs. 1,651.11 crore and Rs. 6,414.25 crore for the quarter and year ended March 31, 2023 respectively, total net profit after tax of Rs. 148.96 crore and Rs. 509.66 crore for the quarter and year ended March 31, 2023 respectively and total comprehensive income of Rs. 138.75 crore and Rs. 639.03 crore for the quarter and year ended March 31, 2023 respectively and net cash flows (net) of Rs. 76.14 crore for the year ended March 31, 2023, as considered in the Statement. The consolidated financial results also includes the Group's share of loss after tax of Rs. 16.39 crore and Group's share of profit after tax of Rs. 32.38 crore for the quarter and year ended March 31, 2023 respectively and total comprehensive loss of Rs. 16.39 and total Comprehensive income of Rs. 32.38 crore for the quarter and year ended March 31, 2023 respectively, as considered in the Statement, in respect of four (4) joint ventures whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, is based solely on the reports of the other auditors and the procedures performed by us as stated under Auditor's Responsibilities section above.

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done of other auditors.

- The consolidated financial results includes the unaudited financial statement of one (1) subsidiary, whose financial statements reflect total assets of Rs. 14.97 crore as



at March 31, 2023 and total revenue of Rs. 18.23 crore for the quarter and year ended March 31, 2023, total net loss of Rs. 35.42 crore and Rs. 35.70 crore for the quarter and year ended March 31, 2023 respectively and total comprehensive loss of Rs. 37.92 crore and Rs. 38.20 crore for the quarter and year ended March 31, 2023 respectively and net cash flows of Rs. 2.90 crore for the year ended March 31, 2023, as considered in the Statement. The consolidated financial results also includes the Group's share of profit after tax of Rs Nil crore and Rs. NIL crore for the quarter and year ended March 31, 2023 respectively and total comprehensive income of Rs Nil crore and Rs. NIL crore for the quarter and year ended March 31, 2023 respectively, as considered in the Statement, in respect of an associate, whose financial statements / financial information have not been audited by us. These financial statement are unaudited and have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and associate is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Board of Directors, these financial statements are not material to the Group.

Our report on the Statement is not modified in respect of the above matter with respect to our reliance on the financial statements certified by the Board of the Directors.

- The Statement includes the results for the Quarter ended March 31, 2023 being the balancing figure between audited figures in respect of the full financial year ended March 31, 2023 and the published unaudited year to date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.



For **Batliboi, Purohit & Darbari**
Chartered Accountants
Firm's Registration No.303086E

Hemal Mehta
Partner
Membership No.063404
UDIN: 23063404BGTUXL8935

Place: Kolkata
Date: May 19, 2023



RPSG Ventures Limited

(formerly known as CESC Ventures Limited)

CIN : L74999WB2017PLC219318

Registered Office: CESC House, Chowringhee Square, Kolkata - 700 001

Email ID: rpsgventures@rpsg.in; Website: www.rpsgventuresltd.com

Statement of Consolidated Audited Financial Results for the Quarter and Year ended 31st March 2023

(Rs.in crore)

Particulars	Three months ended			Year ended	
	31.03.2023 (Audited) (Refer Note 6)	31.12.2022 (Unaudited)	31.03.2022 (Audited) (Refer Note 6)	31.03.2023 (Audited)	31.03.2022 (Audited)
	(1)	(2)	(3)	(4)	(5)
Income from operations					
Revenue from operations	1,791.85	1,720.00	1,779.03	7,166.23	6,670.08
Other income (net)	11.40	65.03	2.65	141.80	15.35
Total Income	1,803.25	1,785.03	1,781.68	7,308.03	6,685.43
Expenses					
Cost of materials consumed	64.64	76.48	70.73	308.03	263.33
Changes in inventories of finished goods, stock-in-trade and work-in-progress	4.79	4.08	(1.51)	8.52	2.14
Employee benefits expense	1,019.27	1,017.73	1,013.12	4,017.04	4,063.75
Finance costs	145.35	138.73	121.16	551.73	211.32
Depreciation and amortisation expense	74.36	78.90	80.41	305.32	291.31
Other expenses	523.84	440.06	467.53	2,029.54	1,453.74
Total expenses	1,832.25	1,755.98	1,751.44	7,220.18	6,285.59
Profit/(Loss) before tax and share in net Profit/(loss) of joint ventures and associate	(29.00)	29.05	30.24	87.85	399.84
Share in net profit/(loss) of joint ventures and associate	(16.39)	(1.93)	112.61	32.38	108.63
Profit/(Loss) before tax	(45.39)	27.12	142.85	120.23	508.47
Tax Expenses :-					
Current Tax	62.38	15.92	51.47	116.64	130.12
Deferred Tax (Credit)/Charge	24.38	18.68	10.22	62.61	39.79
Total tax expense	86.76	34.60	61.69	179.25	169.91
Profit/(Loss) for the period	(132.15)	(7.48)	81.16	(59.02)	338.56
Other comprehensive income					
<i>Items that will not be reclassified to profit or loss (net of tax)</i>					
Remeasurement of defined benefit plan	3.15	0.23	2.20	3.87	2.46
Gain on Fair Valuation of Investment	0.32	0.62	14.26	3.35	14.26
<i>Items that will be reclassified to profit or loss (net of tax)</i>					
Net changes in fair valuation of cash flow hedge	2.47	(14.98)	(10.40)	(38.87)	11.71
Exchange difference on transition of foreign operations	(19.92)	29.68	37.48	160.86	67.43
Other Comprehensive Income for the period	(13.98)	15.55	43.54	129.21	95.86
Total Comprehensive Income for the period	(146.13)	8.07	124.70	70.19	434.42
Profit attributable to					
Owners of the equity	(123.02)	(29.25)	57.71	(152.67)	131.38
Non-controlling interest	(9.13)	21.77	23.45	93.65	207.18
Other Comprehensive Income attributable to					
Owners of the equity	(7.56)	8.74	30.20	71.02	58.40
Non-controlling interest	(6.42)	6.81	13.34	58.19	37.46
Total Comprehensive Income attributable to					
Owners of the equity	(130.58)	(20.51)	87.91	(81.65)	189.78
Non-controlling interest	(15.55)	28.58	36.79	151.84	244.64
Paid-up Equity Share Capital (Face value of Rs. 10 each)	29.51	29.51	26.64	29.51	26.64
Other Equity as per latest audited Balance Sheet				2,375.90	2,496.98
Earnings Per Share (EPS) (Rs.) - (Face Value of Rs. 10 each)					
Basic - Profit attributable to owners of the equity	(41.68) *	(9.91) *	21.75 *	(53.72)	49.55
Diluted - Profit attributable to owners of the equity	(41.68) *	(9.91) *	21.00 *	(53.72)	49.11

* not annualised



Notes :

1 Segment information :

The Company has four business segments - Process Outsourcing, FMCG, Property and Sports.

(Rs.in crore)

Particulars	Three months ended			Year ended	
	31.03.2023 (Audited) (Refer Note 6)	31.12.2022 (Unaudited)	31.03.2022 (Audited) (Refer Note 6)	31.03.2023 (Audited)	31.03.2022 (Audited)
	(1)	(2)	(3)	(4)	(5)
Segment Revenue					
Process Outsourcing	1,597.20	1,545.28	1,584.30	6,183.82	6,082.65
FMCG	103.97	116.01	97.69	452.69	365.48
Property	40.32	34.43	28.12	139.02	103.81
Sports	50.87	24.28	69.04	395.10	118.66
Total	1,792.36	1,720.00	1,779.15	7,170.63	6,670.60
Less Inter Segment Revenue	(0.51)	-	(0.12)	(4.40)	(0.52)
Net Segment Revenue	1,791.85	1,720.00	1,779.03	7,166.23	6,670.08
Segment Result before Tax & Finance cost					
Process Outsourcing	199.85	227.37	185.31	768.39	789.34
FMCG	(69.81)	(71.57)	(53.83)	(309.38)	(234.76)
Property	23.49	19.73	8.86	75.81	50.77
Sports	(37.18)	(7.75)	11.06	104.76	5.81
Total	116.35	167.78	151.40	639.58	611.16
Less: Finance Cost	145.35	138.73	121.16	551.73	211.32
Profit/(Loss) before tax and share in net Profit/(loss) of joint ventures and associate	(29.00)	29.05	30.24	87.85	399.84
Add/(Less): Share in net profit/(loss) of joint ventures and associate	(16.39)	(1.93)	112.61	32.38	108.63
Profit/(Loss) before Tax	(45.39)	27.12	142.85	120.23	508.47
Segment Assets					
Process Outsourcing	5,428.34	5,572.57	5,545.40	5,428.34	5,545.40
FMCG	884.21	775.02	841.56	884.21	841.56
Property	555.29	562.60	501.44	555.29	501.44
Sports	5,565.75	5,369.17	5,291.70	5,565.75	5,291.70
Unallocable	725.05	730.34	621.28	725.05	621.28
	13,158.64	13,009.70	12,801.38	13,158.64	12,801.38
Segment Liabilities					
Process Outsourcing	1,535.54	1,531.16	1,726.55	1,535.54	1,726.55
FMCG	172.58	157.62	148.69	172.58	148.69
Property	283.57	276.39	197.52	283.57	197.52
Sports	4,270.92	4,761.10	4,559.96	4,270.92	4,559.96
Unallocable	2,889.70	2,060.81	2,092.82	2,889.70	2,092.82
	9,152.31	8,787.08	8,725.54	9,152.31	8,725.54



PARTICULARS	As at	As at
	31.03.2023	31.03.2022
	Audited	Audited
ASSETS		
Non-current Assets		
Property, Plant and Equipment	661.77	718.36
Capital work-in-progress	6.99	6.41
Right of Use Assets	659.57	784.01
Investment Property	52.23	53.14
Goodwill	3,106.99	2,882.81
Other Intangible assets	5,475.76	5,495.89
Intangible assets under development	-	2.93
Investment accounted under equity method	324.58	244.30
Financial Assets		
Investments	54.41	86.03
Loans	0.43	0.46
Others	57.94	62.02
Deferred Tax Assets (Net)	294.81	281.78
Non-current Tax Assets	105.67	95.20
Other non-current assets	126.83	134.29
Total	10,927.98	10,847.63
Current assets		
Inventories	64.04	61.99
Financial Assets		
Investments	59.55	164.73
Trade receivables	1,109.01	1,022.81
Cash and cash equivalents	483.60	224.91
Bank balances other than cash and cash equivalents	4.48	7.48
Loans	5.03	1.89
Others	9.98	54.81
Other current Assets	494.97	415.13
Total	2,230.66	1,953.75
TOTAL ASSETS	13,158.64	12,801.38
EQUITY AND LIABILITIES		
EQUITY		
Equity Share capital	29.51	26.64
Other Equity Instruments	-	2.87
Other Equity	2,375.90	2,496.98
	2,405.41	2,526.49
Non-controlling Interest	1,600.92	1,549.35
Total	4,006.33	4,075.84
LIABILITIES		
Non-current Liabilities		
Financial Liabilities		
Borrowings	875.20	826.83
Lease Liabilities	649.69	760.96
Other financial liabilities	3,536.71	3,951.61
Provisions	33.29	30.67
Deferred tax liabilities (Net)	250.80	204.31
Other non-current liabilities	1.05	0.01
Total	5,346.74	5,774.39
Current Liabilities		
Financial Liabilities		
Borrowings	1,763.70	1,060.43
Lease Liabilities	125.33	158.81
Trade Payables		
(a) Total outstanding dues to Micro Enterprises & Small Enterprises	10.42	4.98
(b) Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	410.89	320.13
Other financial liabilities	1,227.85	1,162.54
Other current liabilities	182.08	187.01
Provisions	85.30	56.00
Current Tax Liabilities (net)	-	1.25
Total	3,805.57	2,951.15
TOTAL EQUITY AND LIABILITIES	13,158.64	12,801.38

- The above results were reviewed by the Audit Committee and taken on record by the Board of Directors at their meetings held on 19th May, 2023.
- The nature of activities being carried out by Sports segment of the Group is such that profits / losses from certain transactions, do not necessarily accrue evenly over the year. Accordingly, the performance of the Sports segment varies from one quarter to another.
- Figures for the previous periods have been regrouped/reclassified wherever necessary to conform to the current period's classification.
- The figures for the 3 months ended 31.03.23 and corresponding 3 months ended 31.03.22 are the balancing figure between audited figures in respect of the full financial year and the published year to date figures upto third quarter of the respective financial years.
- In respect of a subsidiary company, other income of the quarter ended 31st March, 2023 includes Rs. 6.58 Crore on account of change in the fair valuation of the liabilities for purchase of non-controlling stake.
- Statement of Consolidated Cash Flow is attached as Annexure-II



By Order of the Board

Rajeev Ramesh Chand Khandelwal
Whole-time Director
DIN: 08763979

Rs in crore

Particulars	For the year ended 31st March 2023 (Audited)	For the year ended 31st March 2022 (Audited)
A. Cash flow from Operating Activities		
Profit before Taxation	120.23	508.47
Adjustments for :		
Share in net (profit)/Loss of associates and joint ventures	(32.38)	(108.63)
Depreciation and amortisation expenses	305.32	291.31
Loss / (Profit) on sale / disposal of property plant and equipment (net)	2.43	1.70
Gain on de-recognition of Right of Use Assets	(0.41)	(7.60)
Gain on sale/fair value of current investments (net)	(7.76)	(3.65)
Fair value and other adjustments (net)	(128.25)	-
Employee stock compensation expense	22.79	32.00
Allowances for doubtful debts/ slow moving advances/security deposits	20.64	10.47
Bad debts / Advances written off	-	3.07
Finance Costs	551.73	211.32
Interest Income	(4.00)	(1.08)
Effect of foreign currency transactions / translation (net)	(5.13)	(10.52)
Liability no longer required Written Back	(0.08)	(1.06)
Adoption of amendment of Ind AS 37	(75.85)	-
Operating Profit before Working Capital changes	769.28	925.80
Adjustments for change in:		
Trade and other receivables	(167.93)	(197.17)
Inventories	(4.43)	(27.37)
Trade and other payables	231.20	79.53
Cash Generated from Operations	828.12	780.79
Income Tax paid (net of refund)	102.57	118.52
Net cash flow from Operating Activities	725.55	662.27
B. Cash flow from Investing Activities		
Purchase of Property, Plant and Equipment, other intangible asset, capital work-in-progress including capital advances.	(83.38)	(109.56)
Payment towards Franchise rights	(715.50)	(716.68)
Proceeds from Sale of Property, Plant and Equipment	2.23	12.13
Payment towards acquisition of business	-	(506.71)
Refund of capital advances	-	18.59
Sale/(purchase) of Current Investments (net)	148.30	(78.45)
Proceeds from redemption of Debentures	-	0.20
Tax on Dividend	(32.94)	(32.94)
Loan to Jointly controlled entity	(3.00)	-
Interest received	9.32	1.55
Investment in Subsidiaries, Associates and Joint Ventures	(45.50)	(24.53)
Earmarked funds placed with banks	3.00	(1.30)
Fixed Deposit (placed)/matures	0.03	(15.81)
Net cash flowfrom/(used in) Investing Activities	(717.44)	(1,453.51)
C. Cash flow from Financing Activities		
Proceeds from issuance of equity shares to non-controlling interest	37.34	204.22
Proceeds from issue of Compulsory Convertible Preference Shared including Securities Premium	-	234.00
Proceeds from non-current Borrowings	350.15	663.97
Repayment of non-current Borrowings	(116.76)	(216.84)
Share based payments	-	(88.73)
Net increase/(decrease) in Cash Credit facilities and other Short Term Borrowings	464.52	451.63
Repayment of Lease Obligation	(152.35)	(123.39)
Finance Costs paid	(181.42)	(112.47)
Purchase of Non-controlling interest of a subsidiary	(27.64)	-
Purchase of Treasury Shares	(13.96)	(50.00)
Dividends paid	(107.56)	(107.51)
Net Cash flow (used in) Financing Activities	252.32	854.88
Net Increase / (Decrease) in cash and cash equivalents	260.43	63.64
Cash and Cash equivalents - Opening Balance	224.91	161.08
Foreign exchange (gain)/loss on translating Cash and cash Equivalents	(1.74)	0.19
Cash and Cash equivalents - Closing Balance	483.60	224.91
Cash and Cash Equivalents comprise:		
Balances with banks		
- In current accounts	470.26	188.02
- Bank Deposits with original maturity upto 3 months	26.54	49.60
Cheques and drafts on hand	-	0.01
Cash on hand	0.11	0.06
	496.91	237.69
Less: Current Account balance held in trust for customers	(13.31)	(12.78)
	483.60	224.91



May 19, 2023

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

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
SCRIP CODE: 542333

Declaration pursuant to Regulation 33(3)(d) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Ayan Mukherjee, Chief Financial Officer of RPSG Ventures Limited (CIN: L74999WB2017PLC219318) having its Registered Office at CESC House, Chowringhee Square, Kolkata - 700 001 hereby declare that, the Statutory Auditors of the Company, M/s. Batliboi, Purohit & Darbari (FRN No. 303086E) have issued an Audit Report with unmodified opinion on Audited Financial Results of the Company (Standalone & Consolidated) for the year ended on March 31, 2023.

This Declaration is given in compliance to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the circular(s)/notification(s) issued by Securities and Exchange Board of India in this connection from time to time.

Yours faithfully,
For RPSG Ventures Limited,



Ayan Mukherjee
Chief Financial Officer

Annexure-B

Re-appointment Mr. Kalaikuruchi Jairaj (DIN 01875126) as an Independent Director of the company, with effect from November 14, 2023, for a second term of five years

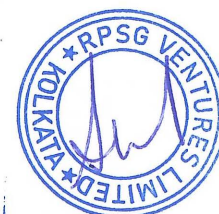
Name of the Director	Mr. Kalaikuruchi Jairaj (DIN 01875126)
Reason for change	The present term of Mr. Jairaj as Independent Director of the Company will expire at the close of business hours November 13, 2023. The Board of Directors, pursuant to the recommendation of Nomination and Remuneration Committee at its meeting held on May 19, 2023, approved the re-appointment of Mr. Jairaj for a second term of five years with effect from November 14, 2023 to November 13, 2028. The said re-appointment is subject to approval of shareholders at the ensuing Annual General Meeting of the Company.
Date of appointment	Re-appointment Mr. Kalaikuruchi Jairaj as an Independent Director of the Company, with effect from November 14, 2023, for a second term of five years.
Term of appointment;	Independent Director, not liable to retire by rotation. Re- appointment for a term of 5 (five) years commencing from November 14, 2023 till November 13, 2028.
Brief profile	Mr. Kalaikuruchi Jairaj, 70 years of age, holds a bachelor's degree in arts from Bangalore University, a master's degree in arts from the Delhi School of Economics and master's degree in public affairs from the Woodrow Wilson School of Public and International Affairs, Princeton University and a master's degree in public administration from the Kennedy School of Government, Harvard University (where he was the Edward S. Mason Fellow). Having been a member of the 1976 batch of the Indian Administrative Services, he retired as the Additional Chief Secretary to the Government of Karnataka. He has held distinguished appointments in the infrastructure, energy, transport and urban development sectors. He has also served with the World Bank, as senior public sector management specialist. He has also served as president of the All India Management Association and has served on the board of governors of IIM, Bangalore and IIM, Kashipur. Mr. Jairaj also serves on the Board of Dayanand Sagar University, Bangalore and is associated with 'not for profits' in Affordable health care services and special education for the intellectually challenged.
Disclosure of relationships between directors	Mr. Kalaikuruchi Jairaj is not related to any of the Directors of the Company
Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively.	Mr. Kalaikuruchi Jairaj, is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.



Annexure-C

Re-appointment Mr. Arjun Kumar (DIN:00139736) as an Independent Director of the company, with effect from November 14, 2023, for a second term of five years

Name of the Director	Mr. Arjun Kumar (DIN:00139736)
Reason for change	The present term of Mr. Kumar as Independent Director of the Company will expire at the close of business hours November 13, 2023. The Board of Directors, pursuant to the recommendation of Nomination and Remuneration Committee at its meeting held on May 19, 2023, approved the re-appointment of Mr. Kumar for a second term of five years with effect from November 14, 2023 to November 13, 2028. The said re-appointment is subject to approval of shareholders at the ensuing Annual General Meeting of the Company.
Date of appointment	Re-appointment of Mr. Arjun Kumar as an Independent Director of the company, with effect from November 14, 2023, for a second term of five years.
Term of appointment	Independent Director, not liable to retire by rotation. Re- appointment for a term of 5 (five) years commencing from November 14, 2023 till November 13. 2028.
Brief profile	Mr. Kumar, aged 53 years, holds a bachelor's degree in physics from the Homerton College, University of Cambridge. Having joined his family's business, namely, Naresh Kumar & Company Pvt. Ltd. ("NKCPL") in 1992, has served as its managing director since 2000. During his tenure as the Managing Director of NKCPL, he has been instrumental in inter alia the conclusion of the amalgamation of eight firms into NKCPL, implementation of SAP and total computerization of accounts and MIS and in building an asset block of stockyards, vehicles, loaders, excavator and similar equipment which can be deployed as per the needs of clients.
Disclosure of relationships between directors	Mr. Arjun Kumar is not related to any of the Directors of the Company
Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively.	Mr. Arjun Kumar, is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.



Annexure D

Re-appointment Mr. Rajeev Ramesh Chand Khandelwal (DIN:08763979) as Whole-time director, with effect from June 26, 2023, for a period of three years

Name of the Director	Mr. Rajeev Ramesh Chand Khandelwal (DIN:08763979)
Reason for change	The present term of Mr. Khandelwal as Whole-time Director of the Company will expire at the close of business hours June 25, 2023. The Board of Directors, pursuant to the recommendation of Nomination and Remuneration Committee at its meeting held on May 19, 2023, approved the re-appointment of Mr. Khandelwal for further term of three years with effect from June 26, 2023. The said re-appointment is subject to approval of shareholders at the ensuing Annual General Meeting of the Company.
Date of appointment	Re-appointment with effect from June 26, 2023
Term of appointment;	Whole-time Director, liable to retire by rotation. Re- appointment for a term of 3 (three) years commencing from June 26, 2023 till June 25, 2026.
Brief profile	Mr. Rajeev Ramesh Chand Khandelwal (“Mr. Khandelwal”), aged 54 years, holds a Bachelor’s degree in Engineering and a Master degree in Marketing. He has extensive experience in FMCG sales, marketing and P&L leadership roles with leading companies such as Gillette, P&G and Reckitt Benckiser. In his immediate past role, he was Regional Director - Sub Saharan Africa and Sales Director - India with Reckitt Benckiser
Disclosure of relationships between directors	Mr. Khandelwal is not related to any of the Directors of the Company
Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively.	Mr. Khandelwal, is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.



Annexure-E

Re-appointment M/s Batliboi, Purohit & Darbari, Chartered Accountants, (Firm Registration No. 303086E for a second term of five years

Reason for change	The Board of Directors, on the recommendation of the Audit Committee and has approved the re-appointment of M/s Batliboi, Purohit & Darbari, Chartered Accountants, (Firm Registration No. 303086E) as the Statutory Auditors of the Company to hold office for a second term from the conclusion of the forthcoming Sixth Annual General Meeting (AGM) till the conclusion of the Eleventh AGM. The said appointment is subject to approval of Members of the Company.
Date of appointment and Term of appointment	M/s. Batliboi, Purohit & Darbari, Chartered Accountants, shall be appointed for a period of five years from the conclusion of the forthcoming Sixth Annual General Meeting (AGM) till the conclusion of the Eleventh AGM.
Brief profile	M/s. Batliboi, Purohit & Darbari, Chartered Accountants was established in 1927, presently the firm has five partners. The firm presently has two branches at Kolkata and Mumbai. It has expertise interalia in the field of Statutory Audit, Tax Audit, Internal Audit, Bank Audits and other assurance related services.



Annexure F

Particulars of Bowlopedia Restaurants India Limited, a wholly-owned subsidiary of the Company

Sr. No	Particulars	Details
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year (As on March 31, 2023)	<p>Bowlopedia Restaurants India Limited (BRIL) is subsidiary of the Company and not a unit or division of RPSG ventures Limited</p> <p>Percentage and amount contributed by BRIL in Consolidated Turnover of RPSG Ventures Limited as on March 31,2023:</p> <p>a. Turnover – Nil b. Percentage–Not Applicable</p> <p>Percentage and amount contributed by BRIL in Consolidated Net worth of RPSG Ventures Limited as on March 31, 2023:</p> <p>a. Net worth – (0.07) Lakhs b. Percentage – Not Applicable</p>
2	Date on which the agreement for sale has been entered into	Not Applicable
3	The expected date of completion of sale/disposal	Voluntary Liquidation process is being initiated by Bowlopedia Restaurants India Limited ('BRIL'), wholly owned subsidiary, and is subject to all requisite approvals, as may be required, in accordance with applicable laws, rules and regulations and order to be passed by the National Company Law Tribunal ('NCLT'), having jurisdiction over BRIL directing dissolution of BRIL.
4	Consideration received from such sale/disposal	Distribution of proceeds of liquidation, if any, shall be made upon completion of Voluntary Liquidation process.
5	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Not Applicable



6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Liquidation proceeds, if any, shall be payable to RPSG Ventures Limited (holding company) in accordance with the applicable laws, rules and regulations, and in terms of the order to be passed by the Hon'ble NCLT directing dissolution of BRIL.
7	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to slump sale.	Not Applicable

