

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

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

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

 English Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

U52100MH2012PLC236314

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	SHOPSENSE RETAIL TECHNOLOGIES LIMITED	SHOPSENSE RETAIL TECHNOLOGIES LIMITED
Registered office address	1st Floor, Wework Vijay Diamond, Opp. SBI Branch, Cross Road B, Ajit Nagar, Kondivita, And,heri East,,NA,MUMBAI,Mumbai City,Maharashtra,India,400093	1st Floor, Wework Vijay Diamond, Opp. SBI Branch, Cross Road B, Ajit Nagar, Kondivita, And,heri East,,NA,MUMBAI,Mumbai City,Maharashtra,India,400093
Latitude details	19.117596850411868	19.117596850411868
Longitude details	72.87037351204025	72.87037351204025

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

SRTL Registered Office.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****2L

(c) *e-mail ID of the company

*****jance@gofynd.com

(d) *Telephone number with STD code

93*****25

(e) Website

www.gofynd.com

iv *Date of Incorporation (DD/MM/YYYY)

27/09/2012

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

04/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	62	Computer programming, consultancy and related activities	100

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

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

2

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L17110MH1973PLC019786		RELIANCE INDUSTRIES LIMITED	Holding	0
2	U51909MH2006PLC166166		RELIANCE RETAIL VENTURES LIMITED	Holding	86.69

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
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Total number of equity shares	29700000.00	18239875.00	18239875.00	18239875.00
Total amount of equity shares (in rupees)	29700000.00	18239875.00	18239875.00	18239875.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	29700000	18239875	18239875	18239875
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	29700000.00	18239875.00	18239875	18239875

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				

Total amount of preference shares (in rupees)				
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(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	18239875	18239875.00	18239875	18239875	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
At the end of the year	0.00	18239875.00	18239875.00	18239875.00	18239875.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

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

Class of shares		<input type="text"/>
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

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

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			
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Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

2

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Zero Coupon Unsecured Optionally Fully Convertible	20000	10000	200000000.00
Zero Coupon Unsecured Optionally Fully Convertible	51000000	100	5100000000.00
Total	51020000.00	10100.00	5300000000.00

Classes of fully convertible 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
Zero Coupon Unsecured Optionally Fully Convertible	3180000000	2120000000	0	5300000000.00
Zero Coupon Unsecured Optionally Fully Convertible	0	0	0	0.00
Total	3180000000.00	2120000000.00	0.00	5300000000.00

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	3180000000.00	2120000000.00	0.00	5300000000.00

Total	3180000000.00	2120000000.00	0.00	5300000000.00
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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

1997922435

ii * Net worth of the Company

389847946

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00

	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	15811372	86.69	0	0.00
10	Others <input type="text"/>	0	0.00	0	0.00
	Total	15811372.00	86.69	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	2428500	13.31	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00

	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others	3	0.00	0	0.00
	Nominees-Holding Co				
	Total	2428503.00	13.31	0.00	0

Total number of shareholders (other than promoters)

6

Total number of shareholders (Promoters + Public/Other than promoters)

7.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	6
3	Individual - Transgender	0
4	Other than individuals	1
	Total	7.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

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

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	6	6
Debenture holders	1	1

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
A Promoter	0	0	0	0	0	0
B Non-Promoter	3	6	2	7	8.80	4.40
i Non-Independent	3	4	2	5	8.8	4.4
ii Independent	0	2	0	2	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	3	6	2	7	8.80	4.40

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

10

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
HARSH DEEPAK SHAH	03553671	Director	809500	
SHIV KUMAR BHARDWAJ	00001584	Director	0	
KRISHNAN SUDARSHAN	01029826	Director	0	
RADHIKA ROHIDAS DISALE	03107045	Director	0	
FARHEEN ANSARI		Company Secretary	0	
FAROOQ ADAM MUKADAM	03553678	Whole-time director	809500	
SREERAMAN MOHAN GIRIJA	06590263	Whole-time director	809500	
ANISH KESHAVLAL SHAH	07205243	Director	0	
KIRAN MATHEW THOMAS	02242745	Director	0	
ASHWIN AHAMENDRA KHASGIWALA	00006481	Director	0	

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

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
HARSH DEEPAK SHAH	03553671	Director	05/10/2024	Change in designation

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

3

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding

Extraordinary General Meeting	10/06/2024	7	6	99.99
Annual General Meeting	09/09/2024	7	5	95.56
Extraordinary General Meeting	31/01/2025	7	6	99.99

B BOARD MEETINGS

*Number of meetings held

4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/04/2024	9	9	100
2	15/07/2024	9	9	100
3	09/10/2024	9	7	77.78
4	13/01/2025	9	9	100

C COMMITTEE MEETINGS

Number of meetings held

6

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/04/2024	3	3	100
2	Nomination and Remuneration Committee	15/04/2024	4	4	100
3	Audit Committee	15/07/2024	3	3	100
4	Audit Committee	09/10/2024	3	3	100
5	Audit Committee	13/01/2025	3	3	100
6	Audit Committee	18/03/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 04/09/2025 (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	HARSH DEEPAK SHAH	4	4	100	0	0	0	Yes
2	SHIV KUMAR BHARDWAJ	4	4	100	6	6	100	Yes
3	KRISHNAN SUDARSHAN	4	4	100	6	6	100	Yes
4	RADHIKA ROHIDAS DISALE	4	4	100	0	0	0	No
5	FAROOQ ADAM MUKADAM	4	4	100	0	0	0	Yes
6	SREERAMAN MOHAN GIRIJA	4	4	100	0	0	0	Yes
7	ANISH KESHAVLAL SHAH	4	3	75	1	1	100	No
8	KIRAN MATHEW THOMAS	4	3	75	0	0	0	No
9	ASHWIN AHAMENDRA KHASGIWALA	4	4	100	6	6	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Farooq Adam Mukadam	Whole-time director	25000000	0	0	0	25000000.00
2	Sreeraman Mohan Girija	Whole-time director	25000000	0	0	0	25000000.00
3	Harsh Deepak Shah	Whole-time director	8333333	0	0	0	8333333.00
	Total		58333333.00	0.00	0.00	0.00	58333333.00

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

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Farheen Ansari	Company Secretary	2329167	0	0	0	2329167.00
	Total		2329167.00	0.00	0.00	0.00	2329167.00

C *Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Krishnan Sudarshan	Director	0	0	0	330000	330000.00
2	Shiv Kumar Bhardwaj	Director	0	0	0	330000	330000.00
	Total		0.00	0.00	0.00	660000.00	660000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

8

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Shopsense MGT8 Signed.pdf
SRTL_Optional Attachment.pdf
List of Shareholder
Debentureholder 31032025.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

SHOPSENSE RETAIL
TECHNOLOGIES LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Akanksha Mota

Date (DD/MM/YYYY)

29/10/2025

Place

Mumbai

Whether associate or fellow:

Associate Fellow

Certificate of practice number

1*0*6

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

* (a) DIN/PAN/Membership number of Designated Person

57270

* (b) Name of the Designated Person

FARHEEN ANSARI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 08 dated* (DD/MM/YYYY) 16/01/2023 to sign this form and declare that all the requirements of 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.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*5*0*6*

*To be digitally signed by

Company Secretary Company secretary in practice

*Whether associate or fellow:

Associate Fellow

Membership number

5*2*0

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB8657026

eForm filing date (DD/MM/YYYY)

29/10/2025

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

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Shopsense Retail Technologies Limited (CIN: U52100MH2012PLC236314)** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on March 31, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns ~~as stated in the annual return~~, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors, committees meetings, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions ~~and resolutions passed by postal ballot, if any~~, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members – **No reportable event occurred during the year under review.**

6. advances / loans to its directors and/or persons or firms or companies referred in section 185 of the Act – **No reportable event occurred during the year under review.**
7. contracts/arrangements with related parties as specified in section 188 of the Act - **During the Financial Year, contracts/arrangements with related parties were in the ordinary course of business and on arm's length basis as specified in section 188 of the Act;**
8. ~~issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances/ credit of securities in dematerialized form to respective beneficiaries' accounts in all instances.~~
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act - **No reportable event occurred during the year under review.**
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act - **No reportable event occurred during the year under review.**
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. ~~constitution / appointment / re-appointment / retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;~~
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; - **No reportable event occurred during the year under review.**
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; - **No reportable event occurred during the year under review.**
15. acceptance/ renewal/ repayment of deposits- **No reportable event occurred during the year under review.**
16. borrowings from its ~~directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;~~

- 17 loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act- **No reportable event occurred during the year under review.**
- 18 alteration of the provisions of the Memorandum and/or Articles of Association of the Company - **No reportable event occurred during the year under review.**

Note: References in respect of matters not applicable to the Company during the aforesaid financial year have been struck out.

For Akanksha Mota & Co.
Company Secretaries



Akanksha Mota

Proprietor

M. No: 24626

C.P. No. 15096

UDIN: A024626G001692413

Firm Reg No: S2016MH434800

Peer Review No: 3261/2023

Place: Mumbai

Date: October 29, 2025



Shopsense Retail Technologies Ltd.

1st Floor, Wework Vijay Diamond, Opp. SBI Branch, Cross Road B,
Ajit Nagar, Kondivita, Andheri East, Mumbai- 400093

MOB: +91 9321 938 025 | CIN: U52100MH2012PLC236314

LIST OF EQUITY SHAREHOLDERS AS ON 31.03.2025

Sr. No	DP ID & Client ID	Name of Shareholder	Father's name	Address	Number of Shares of Face Value of Rs. 1/- each
1	IN302927/1 0104961	Reliance Retail Ventures Limited [CIN: U51909MH2006PL C166166]	Not applicable	4 th Floor, Court House Lokmanya Tilak Marg, Dhobi Talao Mumbai 400002 Maharashtra	15,811,372
2	81600/1208 1600015357 26	Sreeraman Mohan Girija	Mohana Kumar DivakaraKurup	Flat No 1703, Verona, Hiranandani Gardens, Andheri (East), Mumbai 400076	8,09,500
3	81600/1208 1600018016 17	Harsh Deepak Shah	Deepak Dalsukhlal Shah	A701 64 Greens, Santacruz West J K Mehta Road, Santacruz West, 400054	8,09,500
4	81600/1208 1600196870 48	Farooq Adam Mukadam	Adam Mukadam	2103 Veronica, Vasant Oasis, Makwana Road, Marol, Old Borosil Glass Factory, Andheri East, Mumbai 400059	8,09,500
5	IN306114/1 2241938	Rajendra Madhav Kamath jointly with Reliance Retail Ventures Limited*	Madhav Kamath	25/680, A&B, 6 th Floor, Rajat CHS, Nehru Nagar, Kurla (East) Mumbai 400024 Maharashtra	1
6	IN306114/1 2274334	Sridhar Kothandaraman jointly with Reliance Retail Ventures Limited*	P PN Kothandaraman	B-2101, Bhumiraj Hermitage, Palm Beach Road, Sector-18, Sanpada, Thane, Navi Mumbai 400705 Maharashtra	1
7	IN306114/1 2246135	Rohit C Shah jointly with Reliance Retail Ventures Limited*	Chhannalal Virchand Shah	B-wing, Flat 901-902, Shankar Park, Shankar Lane, Kandivali (West), Opp Suman Apartments, Mumbai-400067 Maharashtra	1
Total					18,239,875

Note: The beneficial interest of shares held by the shareholders in Sr.No.5 to Sr.No.7 is with Reliance Retail Ventures Limited i.e., holding company.



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For and on behalf of
Shopsense Retail Technologies Limited

SREERAMAN MOHAN GIRIJA
MOHAN GIRIJA

Digitally signed by
SREERAMAN MOHAN GIRIJA
Date: 2025.10.16 14:08:17
+05'30'

Sreeraman Mohan Girija
Whole-time Director

October 16, 2025



Shopsense Retail Technologies Ltd.

1st Floor, Wework Vijay Diamond, Opp. SBI Branch, Cross Road B,
Ajit Nagar, Kondivita, Andheri East, Mumbai- 400093

MOB: +91 9321938 025 | CIN: U52100MH2012PLC236314

LIST OF DEBENTUREHOLDER AS ON 31.03.2025

Sr. No	DP ID & Client ID	Name of Debenture holder	Address	Type of Debenture	No. of Debentures	Face Value per Debenture
1	IN302927/ 10104961	Reliance Retail Ventures Limited [CIN: U51909MH2006PL C166166]	4 th Floor, Court House Lokmanya Tilak Marg, Dhobi Talao Mumbai MH 400002	Zero Coupon Optionally Fully Convertible Debentures	20,000	10,000
					51,000,000	100

For and on behalf of
Shopsense Retail Technologies Limited

SREERAMAN
MOHAN GIRIJA

Digitally signed by
SREERAMAN MOHAN GIRIJA
Date: 2025.10.16 14:08:36
+05'30'

Sreeraman Mohan Girija
Whole-time Director

October 16, 2025



Shopsense Retail Technologies Ltd.

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

Sr. No	Name of the Company	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held*
1.	Reliance Industries Limited	Ultimate Holding	86.69
2.	Reliance Retail Ventures Limited	Immediate Holding	86.69

*Representing aggregate % of shares held by the said company at its own and / or together with its subsidiary(ies)

IV. Share capital, Debentures and other securities of the company

(i) Share Capital

ISIN of the equity shares of the company : INE03BG01018

ISIN of the debentures (OFCD) of the company :
INE03BG08013, INE03BG08021,
INE03BG08039, INE03BG08047,
INE03BG08062, INE03BG08070,
INE03BG08088, INE03BG08096,
INE03BG08104, INE03BG08112,
INE03BG08120, INE03BG08138,
INE03BG08146, INE03BG08153,
INE03BG08161, INE03BG08179,
INE03BG08187, INE03BG08195,
INE03BG08203, INE03BG08211,
INE03BG08229, INE03BG08237,
INE03BG08245, INE03BG08252,
INE03BG08260, INE03BG08278,
INE03BG08286, INE03BG08294,
INE03BG08302, INE03BG08310

(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)

Transfer in respect of equity shares held in physical form – Nil

In respect of securities held in demat mode during the year - Transfers are not recorded by the Company.

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

(i) Turnover – Rs. 2,35,99,48,816/- (including GST of Rs. 36,20,26,380/-)

**Shopsense Retail Technologies Ltd.**

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(ii) Calculation of net worth as on March 31, 2025:

Particulars	Amount (in Rs.)
Paid Up Share Capital	1,82,39,875
Reserves Created out of Profits	-
Securities Premium Account	1,73,93,93,966
Credit Balance of P & L Account	-
Less:	
Accumulated Losses	(1,36,77,85,895)
Deferred Expenditure	-
Miscellaneous Expenditure not written off	-
Net worth as on 31.03.2025	38,98,47,946

Notes:

- (i) In calculation of net worth, other comprehensive income is not included, as it is not mentioned in the definition of net worth as provided under section 2(57) of the Companies Act, 2013 in as much as it is not even a free reserve under the Companies Act, 2013.

VI.(b) SHARE HOLDING PATTERN – Public/Other than promoters

Sr. No 10. 'Others' - Details of nominees of Holding Company i.e. Reliance Retail Ventures Limited, holding 1 share each jointly with holding company is given below. In this connection, the Company has filed necessary forms under Section 89 of the Companies Act, 2013, with Registrar of Companies. The nominees hold the shares for the benefit of the holding company and have been shown under the category "Other than Promoters".

Sr. No.	Name of the Holders	No. of Equity Shares held
1	Rajendra Madhav Kamath jointly with Reliance Retail Ventures Limited	1
2	Rohit C Shah jointly with Reliance Retail Ventures Limited	1
3	Sridhar Kothandaraman jointly with Reliance Retail Ventures Limited	1



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X. REMUNERATION OF DIRECTOR AND KEY MANAGERIAL PERSONNEL

A. Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 3

(Amount in Rupees)

Sr. No.	Name	Designation	Gross Salary	Commission	Stock option / Sweat Equity	Others	Total Amount
1	Farooq Adam Mukadam	Whole-time Director	2,50,00,000	-	-	-	2,50,00,000
2	Sreeraman Mohan Girija	Whole-time Director	2,50,00,000	-	-	-	2,50,00,000
3	Harsh Deepak Shah	Whole-time Director*	83,33,333	-	-	-	83,33,333
	TOTAL		5,83,33,333	-	-	-	5,83,33,333

*Shri Harsh Deepak Shah was re-designated from being a Whole-time Director to a Non-Executive Director with effect from October 05, 2024.

Designated Person under Rule 9 of Companies (Management and Administration) Rules, 2014

The Board of Directors of the Company, in terms of sub-rule 4 of Rule 9 of the Companies (Management and Administration) Rules, 2014, appointed the Company Secretary (Ms Farheen Ansari) as the Designated Person for the purpose of furnishing and extending co-operation for providing, information to the Registrar of Companies or any such other officer authorised by the Ministry of Corporate Affairs with respect to beneficial interest in shares of the Company.

For and on behalf of
Shopsense Retail Technologies Limited

SREERAMAN
MOHAN GIRIJA
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SREERAMAN MOHAN
GIRIJA
Date: 2025.10.17 11:30:26
+05'30'

Sreeraman Mohan Girija
Whole-time Director

October 17, 2025