

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

U67190MH2005PLC157240

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAJCS8106M

(ii) (a) Name of the company

SBICAP VENTURES LIMITED

(b) Registered office address

202, MAKER TOWER, 'E',
CUFFE PARADE,
MUMBAI
Mumbai City
Maharashtra
400005

(c) *e-mail ID of the company

cs@sbicaps.com

(d) *Telephone number with STD code

02249212800

(e) Website

(iii) Date of Incorporation

10/11/2005

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

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U67190MH1994PTC079160

Pre-fill

Name of the Registrar and Transfer Agent

ADROIT CORPORATE SERVICES P LTD

Registered office address of the Registrar and Transfer Agents

18-20, JAFERBHOY INDUSTRIAL ESTATE, MAKWANA ROAD
MAROL NAKA, ANDHERI (E),

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K6	Fund Management Services	100

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SBI CAPITAL MARKETS LIMITED	U99999MH1986PLC040298	Holding	100

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

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100,000,000	60,377,917	60,377,917	60,377,917
Total amount of equity shares (in Rupees)	1,000,000,000	603,779,170	603,779,170	603,779,170

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	100,000,000	60,377,917	60,377,917	60,377,917
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	603,779,170	603,779,170	603,779,170

(b) Preference share capital

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

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)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	49,977,917	499,779,170	499,779,170	
Increase during the year	10,400,000	104,000,000	104,000,000	0
i. Public Issues	0	0	0	0
ii. Rights issue	10,400,000	104,000,000	104,000,000	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
0				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
0				
At the end of the year	60,377,917	603,779,170	603,779,170	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
0				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
0				
At the end of the year	0	0	0	

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

0

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

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

Date of the previous annual general meeting		25/09/2019	
Date of registration of transfer (Date Month Year)		28/03/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	0		
Transferor's Name	Purandare		Varsha
	Surname	middle name	first name
Ledger Folio of Transferee	0		
Transferee's Name	Chadha		Sanjiv
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		21/06/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		0	
Transferor's Name	Varkey		Abraham
	Surname	middle name	first name
Ledger Folio of Transferee		0	
Transferee's Name	Singhal		Manish
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		04/11/2019	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		0	
Transferor's Name	KP		Malika
	Surname	middle name	first name
Ledger Folio of Transferee		0	
Transferee's Name	Yadav		Naresh
	Surname	middle name	first name

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

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			0

Details of debentures

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

(v) Securities (other than shares and debentures)

0

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

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

254,554,720

(ii) Net worth of the Company

828,420,734

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	60,377,911	100	0	
10.	Others nominees of SBI Capital Markets	6	0	0	
	Total	60,377,917	100	0	0

Total number of shareholders (promoters)

7

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

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

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

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

7

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

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	2	0	1	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	1	0	0
C. Nominee Directors representing	0	1	5	1	4	0
(i) Banks & FIs	0	1	5	1	4	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	0	3	5	2	4	0

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

9

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shri Dinesh Kumar Khali	06737041	Nominee director	0	
Shri Arun Mehta	08674360	Nominee director	0	
Smt Uma Shanmukhi Singh	08165959	Director	1	22/05/2020
Shri Mohan Harshey	00987969	Director	0	
Shri Naresh Yadav	08590165	Additional director	1	
Shri Mahendra Kumar Singh	08250736	Whole-time director	0	12/06/2020
Shri Mahendra Kumar Singh	ADEPS8459A	CEO	0	12/06/2020
Ms Ankita Shrivastav	CIIPS0741N	Company Secretary	0	
Ms. Kirti Saruparia	BSHPS6309A	CFO	0	

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

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Shri Mohan Harshey	00987969	Director	09/09/2019	Cessation
Ms. Divya Mehrotra	00006494	Director	09/09/2019	Cessation
Shri Harish Pattnaik	02764171	Director	25/09/2019	Cessation
Shri Mohan Harshey	00987969	Director	25/09/2019	Appointment
Shri Sanjiv Chadha	08368448	Nominee director	20/01/2020	Cessation
Shri Rajasekhar Raghav	08116907	Nominee director	11/03/2020	Cessation
Shri Naresh Yadav	08590165	Additional director	28/03/2020	Appointment
Shri Arun Mehta	08674360	Nominee director	21/01/2020	Appointment

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

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

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/09/2019	7	7	100

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/04/2019	8	6	75
2	04/06/2019	8	6	75
3	16/07/2019	8	8	100
4	25/09/2019	6	6	100
5	07/10/2019	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	07/11/2019	6	6	100
7	11/12/2019	6	6	100
8	23/12/2019	6	6	100
9	13/01/2020	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	16/04/2019	4	2	50
2	Audit Committee	04/06/2019	4	3	75
3	Audit Committee	16/07/2019	4	4	100
4	Audit Committee	25/09/2019	3	3	100
5	Audit Committee	07/10/2019	3	3	100
6	Audit Committee	07/11/2019	3	3	100
7	Audit Committee	09/01/2020	3	3	100
8	Share Allotment	29/08/2019	3	3	100
9	Nomination and	16/04/2019	4	2	50
10	Nomination and	25/09/2019	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 17/09/2020 (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	Shri Dinesh K	9	9	100	0	0	0	No
2	Shri Arun Meh	0	0	0	0	0	0	Yes

3	Smt Uma Sha	9	8	88.89	1	1	100	No
4	Shri Mohan Ha	9	9	100	9	9	100	No
5	Shri Naresh Y.	0	0	0	0	0	0	Yes
6	Shri Mahendra	9	9	100	5	5	100	No
7	Empty	0	0	0	0	0	0	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Mahendra Kurr	WTD&CEO	3,153,948	0	0	0	3,153,948
	Total		3,153,948	0	0	0	3,153,948

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ankita Shrivastav	Company Secre	1,279,235	0	0	0	1,279,235
2	Kirti Saruparia	Chief Financial C	1,385,448	0	0	0	1,385,448
	Total		2,664,683	0	0	0	2,664,683

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mohan Harshey	Independent Dir	0	0	0	268,000	268,000
2	Divya Mehrotra	Independent Dir	0	0	0	32,000	32,000
3	Harish Pattnaik	Director	0	0	0	108,000	108,000
	Total		0	0	0	408,000	408,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

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

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

Yes No

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

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

Name

Abhishek Sanjay Singh

Whether associate or fellow

Associate Fellow

Certificate of practice number

12509

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

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

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

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

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

To be digitally signed by

Director

Digitally signed by
SURESH
KOZHIKOTE
Date: 2020.12.31
11:57:54 +05'30'

DIN of the director

To be digitally signed by

Digitally signed by
ANKITA
KALISHAL
KISHOR
SHRIVASTAV
Date: 2020.12.31
11:58:41 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

List of attachments

MGT 8.pdf
Shareholding Pattern.pdf
Committee meetings.pdf

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

C. COMMITTEE MEETINGS

Number of Meetings held

Sr. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	16/04/2019	4	2	50
2	Audit Committee	04/06/2019	4	3	75
3	Audit Committee	16/07/2019	4	4	100
4	Audit Committee	25/09/2019	3	3	100
5	Audit Committee	07/10/2019	3	3	100
6	Audit Committee	07/11/2019	3	3	100
7	Audit Committee	09/01/2020	3	3	100
8	Share Allotment Committee	29/08/2019	3	3	100
9	Nomination and Remuneration Committee	16/04/2019	4	2	50
10	Nomination and Remuneration Committee	25/09/2019	4	4	100
11	Nomination and Remuneration Committee	31/10/2019	4	4	100
12	Nomination and Remuneration Committee	13/01/2020	4	4	100

For SBICAP Ventures Limited

Ankita Shrivastav
Company Secretary



A wholly owned subsidiary of SBI Capital Markets Limited
 CIN No.: U67190MH2005PLC157240 / website: www.sbicapventures.com
 Regd. Office: 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005

Administrative Office: 1501-C, 15th Floor, Tower 1, One India Bulls Centre, Jupiter Mills, Off Senapati Bapat Marg, Lower Parel, Mumbai 400013
 Tel: +91 22 49212800 / Fax no.: +91 22 4921816 / mail id: teamsvl@sbicaps.com

List of Shareholders as on 31st March, 2020 of SBICAP Ventures Limited

Sr. No.	Name of Shareholders	Number of Shares held	Face Value of share	Subscribed and paid up share Capital	% of shareholding
1	SBI Capital Markets Ltd.	6,03,77,911	Rs. 10	60,37,79,110	100%
2	Shri Sanjiv Chadha*	1	Rs. 10	10	0%
3	Smt. Uma Shanmukhi Sistla*	1	Rs. 10	10	0%
4	Mr. Naresh Yadav	1	Rs. 10	10	0%
5	Shri. Manish Singhal*	1	Rs. 10	10	0%
6	Shri. Rajasekhar Raghavan *	1	Rs. 10	10	0%
7	Shri. Vivek Singh *	1	Rs. 10	10	0%
	Total	6,03,77,917		60,37,79,170	100%

*All the shareholders holding shares as nominee of SBI Capital Markets Limited

For, SBICAP Ventures Limited

Ankita Shrivastav
Company Secretary



A wholly owned subsidiary of SBI Capital Markets Limited
 CIN No.: U67190MH2005PLC157240 / website: www.sbicapventures.com
 Regd. Office: 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005

Administrative Office: 1501-C, 15th Floor, Tower 1, One India Bulls Centre, Jupiter Mills, Off Senapati Bapat Marg, Lower Parel, Mumbai 400013
 Tel: +91 22 49212800 / Fax no.: +91 22 4921816 / mail id: teamsvl@sbicaps.com



ABHISHEK SINGH & ASSOCIATES

Company Secretaries

F-24, 1st Floor, Raghuleela Mega Mall, Behind Poisar Depot, S. V. Road, Kandivali (West), Mumbai-400 067
Mob. No.: +91 9773359862 * E-mail : csabhishek2912@gmail.com

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 **SBICAP VENTURES LIMITED** (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 31st March, 2020. 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 therefore;
 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 (as applicable) within the prescribed time;
 4. Calling / convening / holding meetings of Board of Directors or its committees 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, is not applicable.
6. There are no advances to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. According to the information and explanations given to us and based on our examination of the records, the Company has complied with all the provisions applicable for related parties' transactions as specified in sub section (1) of section 188 of the Act;
8. The Company has made right issue and allotment of 1,04,00,000 equity shares of Rs. 10 each to it's holding Company i.e. SBI Capital Markets Limited ~~or allotment or transfer of shares or transmission/buy back of any securities or redemption of any preference shares or debentures or alteration/reduction of share capital or conversion of shares/securities~~ and issue of security certificates in any instances.
9. There were no transactions necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. The Company has not made any declaration of dividend; and transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act are not applicable to the Company;
11. The signing of audited financial statement is done by the director and Key Managerial Personnel 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 / reappointments / retirement / ~~filling up casual vacancies/~~ resignation disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. The Company has appointed M/s. Mahendra Kumbhat and Associates, Chartered Accountants, Firm Reg. No.105770W for the F.Y.2019-2020 as per the provisions of section 139 and 142 of the Companies Act, 2013.
14. The Company has not taken any approvals of Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. There is no acceptance/renewal/repayment of deposits as per section 73 and 74 of the Companies Act 2013.



16. The Company has not taken loan from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable during the financial year.
17. There are no 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. There was no alteration of the provisions of the Memorandum and/or Articles of Association of the Company;

Signature:



Place: Mumbai

Name of Company Secretary in Practice: Abhishek Sanjay Singh

Date: 31st December, 2020

C.P. No.:12509, Mem. No.33157

UDIN: A033157B001775216