



SBICAP Ventures Ltd.

NOTICE OF 17TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th Annual General Meeting of the Members of SBICAP Ventures Limited will be held on 27th September 2022 at 10:00 a.m. at the Board Room on the 20th Floor of SBI Capital Markets Limited, Maker Tower E, Cuffe Parade, Mumbai 400005, to transact the following business:

ORDINARY BUSINESS:

- 1) To adopt the audited Financial Statement as on 31st March 2022, together with the Reports of the Board of Directors and Auditors thereon and comments of Comptroller & Auditor General of India (CAG) under section 143(6) of the Companies Act, 2013 and in this regard,

To consider and if thought fit, to pass the following resolution as an ordinary resolution with or without any modification:

"RESOLVED THAT the audited Balance sheet of the Company as on 31st March 2022, the audited Statement of profit and loss for the year ended 31st March 2022 the Auditors' report and comments of the Comptroller & Auditor General of India (CAG) under Section 143(6) of the Companies Act, 2013 thereon, together with the Directors' Report, be and are hereby received, considered and adopted."

- 2) To appoint a director in place of Shri Amitava Chatterjee (DIN:07082989) who retire by rotation and being eligible, offer himself for reappointment.
- 3) To take note and confirm the appointment of M/s. KPMR & Co, Chartered Accountants (Firm Registration No. 104497W) as the Statutory Auditors of the company made by the Comptroller & Auditor General of India (CAG) for the financial year 2022-2023 and to approve the fixation of remuneration payable to them for the financial year 2022-2023, as recommended by the Board and in this regard,



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: Marathon Futurex, 12th Floor, A wing, Mafatlal Mill Compound,
N. M Joshi Road, Lower Parel, Mumbai- 400013
Tel: +91 22 69112800 / mail id: contactsvl@sbicapventures.com



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To consider and if thought fit, to pass the following resolution as an Ordinary Resolution with or without any modification:

"RESOLVED THAT the appointment of M/s KPMR & Co, Chartered Accountants (Firm Registration No. 104497W) as the Statutory Auditors of the Company made by Comptroller and Auditor General of India for the financial year 2022-2023 be and is hereby noted and confirmed."

RESOLVED FURTHER THAT the remuneration amounting Rs. 3,00,000 (Rupees Three Lakhs only) plus, taxes and out of pocket expenses, payable to M/s. KPMR & Co, Chartered Accountants (Firm Registration No. 104497W) Statutory Auditors for Financial Year 2022-2023, as recommended by the Board be and is hereby approved"

By order of the Board

Ankita Shrivastav

Company Secretary

Place: Mumbai

Date: 26th September 2022

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ('The Meeting') Is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The Instrument appointing the proxy should, however, be deposited at the registered office of the company not less than Forty-Eight Hours before the commencement of the Meeting.



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A person can act as a proxy on behalf of members not exceeding Fifty and Holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member Holding more than Ten Percent of the total Share Capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder. A blank proxy Form is enclosed.

PROXIES SHALL BE EXCLUDED FOR DETERMINING THE QUORUM.

2. The Register of Directors and Key Managerial Personnel and their Shareholding shall be produced at the commencement of the Annual General Meeting and shall remain open and accessible during the continuance of the Meeting to any person having a right to attend the Meeting.
3. Members/proxies/authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
6. The details as required under the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI), of Directors seeking appointment at this Annual General Meeting under Item No. 2 of the Notice, is annexed hereto.
7. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms a part of this notice.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.



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As required under Secretarial Standards on General Meetings (SS-2), details of Director proposed for appointment is given below:

Name of Director	Shri Amitava Chatterjee
DIN	07082989
Designation	Non-Executive Nominee Director & Chairman
Date of Birth	08/06/1965
Date of first appointment on the Board	01/08/2022
Qualifications	He holds a B.Sc degree from Ranchi College and an MBA degree from ICFAI Hyderabad.
Experience	<p>Prior to his assignment as Managing Director & CEO, SBICAP, Shri. Chatterjee was the Chief General Manager of Delhi Circle and was responsible for the overall strategic and operational performance of SBI's Delhi Circle. Geographical area of operation consists of NCT of Delhi, Uttarakhand, Western UP and parts of Haryana, comprising of more than 1700 operating units and 17000+ employees. He has more than 30 years of experience in managing various operations of SBI as DGM of Module, GM (Regional Head – South Zone) of Corporate Client Group and CGM Circle.</p> <p>His diverse experience includes Heading the Bank's operation in the state of Rajasthan, Regional Head - South Zone of Corporate Client Group vertical where Bank's clientele included many PSUs, NBFCs,</p>



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	DISCOMs and Module Head of Bidhan Nagar & Kolkata Modules in the state of West Bengal. He has shouldered responsibilities which included Business Development, Risk & Compliance Management, HR Functions, Interaction and Participation in various Industry and Government forums.
Shareholding in the Company	One equity share on the behalf SBI Capital Markets Limited
Number of meetings held during the tenure of the Director	0
Number of meetings attended by the Director	0
Directorships held in other Companies as on date	4
Particulars of Committee Chairmanship held in other Companies	SBICAP Securities Limited Committee of Directors
Particulars of Committee Membership held in other Companies	SBI Capital Markets Limited
	1 Committee of Directors
	2 Information Technology Strategy Committee
	3 Risk Management Committee
	4 Corporate Social Responsibility Committee
	SBICAP Securities Limited
	1 Audit Committee
	2 NRC Committee
	3 Corporate Social Responsibility Committee
	4 Committee of Directors



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Relationship with other Directors / KMP of the Company	Nil
Terms and Conditions of appointment/ re-appointment	As mentioned in resolution
Remuneration sought to be paid	Nil
Remuneration last drawn for the financial year ended 31st March, 2022	Nil



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PROXY FORM

FORM No. MGT 11

(Pursuant to Section 105(6) Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the member(s):		
Registered Address:		
E-mail ID:	Folio No./Client ID:	DP ID:

I/We, being the member(s) holding _____ shares of SBICAP Ventures Limited, hereby appoint:

1. Name	2. Name	3. Name
Address	Address	Address
Email ID	Email ID	Email ID
Signature , or failing him/her	Signature , or failing him/her	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the company, to be held on 27th September 2022 at 10:00 a.m. at the Board Room 20th Floor of SBI Capital Markets Limited, Maker Tower E, Cuffe Parade, Mumbai 400005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Particulars	For	Against
Ordinary Business			
1.	To adopt the audited Financial Statement as on 31 st March 2022, together with the Reports of the Board of Directors and Auditors thereon and comments of Comptroller & Auditor General of India (CAG) under section 143(6) of the Companies Act, 2013.		



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2.	To appoint a director in place of Shri Amitava Chatterjee (DIN: 07082989) who retire by rotation and being eligible, offer himself for re-appointment		
3.	To take note and confirm the appointment of M/s. KPMR & Co Chartered Accountants (Firm Registration No. 104497W) as the Statutory Auditors of the company made by the Comptroller & Auditor General of India (CAG) for the financial year 2022-2023 and to approve the fixation of remuneration payable to them for the financial year 2022-2023, as recommended by the Board and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution with or without any modification:		

Signed this ____ day of _____ 2022

Affix Re. 1
Revenue
Stamp

Signature of the shareholder:

Signature of Proxy holder(s):

Note: This Form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

Folio No. /DP ID / Client ID:

Number of shares held:



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Name of the attending
Member/Proxy*:

I certify that I am a member / proxy* for the member of the Company.

I hereby record my presence at the 17th Annual General Meeting of the members of the Company held on 27th September 2022 at 10:00 a.m. at the 20th Floor of SBI Capital Markets Limited, Maker Tower E, Cuffe Parade, Mumbai 400005

Name of the Member / Proxy*
(In BLOCK letters)

Signature of the Member / Proxy*

*Strike out whichever is not applicable.

Note:

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of Notice of the 17th Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Notice of 17th Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.



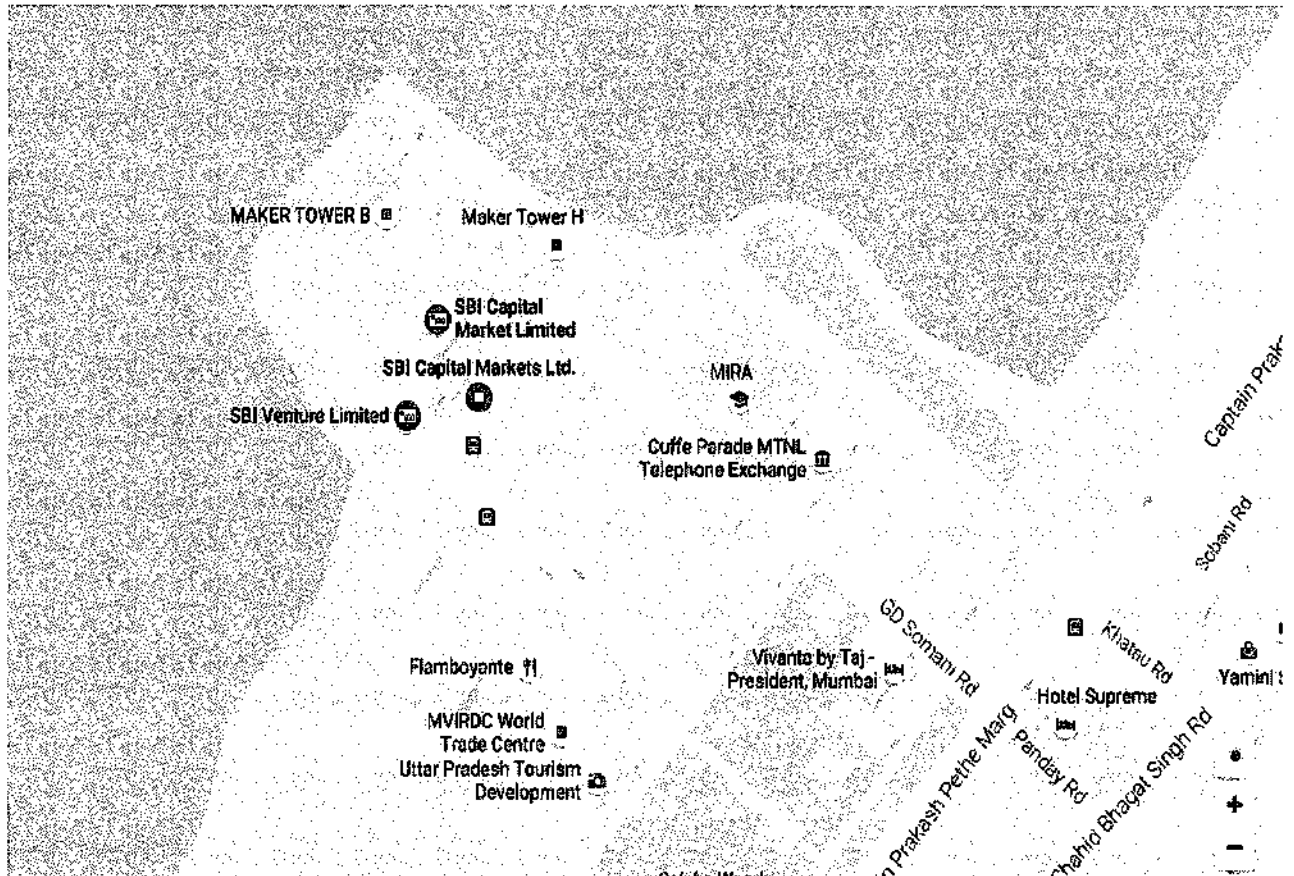
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ROUTE MAP

Venue: at the 20th Floor of SBI Capital Markets Limited, Maker Tower E, Cuffe Parade, Mumbai
400 005



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