

**Annual Report
of SBICAP
VENTURES
LIMITED
for financial
year 2021-22**

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SBICAP Ventures Ltd.

Directors' Report

To,
The Members,
SBICAP Ventures Limited

Your Directors have pleasure in presenting the 17th Annual Report and the Audited Financial Statements of SBICAP Ventures Limited ("SVL" or "the Company") for the financial year ended March 31, 2022.

1. Financial Results

The Company's financial performance for the year ended March 31, 2022, is summarized below:

Particulars	(INR Lakhs)	
	31.03.2022	31.03.2021
Income from Operations	8,737	7,866
Other Income	438	111
Total Revenue	9,175	7,977
Expenditure	4,252	2,751
Profit / (loss) before Depreciation and Finance cost Exceptional item and tax expenses	4,923	5,226
Less: Finance cost	48	21
Less: Depreciation	455	128
Profit before Exceptional items and taxation	4,420	5,077
Less: Exceptional items	0	0
Profit /loss before tax	4,420	5,077
Less: Current year tax	1,192	1,373
Tax of earlier years	0	0
Net Profit for the year	3,228	3,704
Other comprehensive income/(loss)	(18)	(10)
Total comprehensive income net of tax	3,210	3,694
Earning Per share		
Basic (face value of Rs.10 each)	5.32	6.12
Diluted (face value of Rs.10 each)	5.32	6.12





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Total income during the year stood at INR 9,175 lakh against INR 7,977 lakh i.e. 15% higher than the previous year. The PBT for March 22 stand at INR 4,421 lakh.

2. Operations of the Company

SVL currently manages three SEBI registered Alternate Investment Funds (AIFs): Neev Fund, SWAMIH Fund I, SVL- SME Fund (Neev Fund II). It is the fund manager for two Fund of Funds (SEBI registered AIFs): UK-India Development Cooperation Fund (UKIDCF) and Self-Reliant India (SRI) Fund.

i. Neev Fund

Neev Fund is a SEBI registered Category I AIF focused on investments in eight identified Low Income States ("LIS") in India. The fund has a Corpus of INR 504 Cr and has been set up in partnership with the Govt of UK, with SBI, SVL and SIDBI as investors. The mandate of the Neev Fund is to create significant impact in the identified low-income states of India in addition to making commercial returns on its investments. The Fund has been invested fully in companies across sectors such as renewable energy, agri supply chain & agri-logistics, healthcare, education, and waste management and is currently in asset management mode. The performance of the fund on both commercial and impact parameters has been rated as A+ by Govt of UK as part of its annual review for 2020. During the pandemic, the Fund had also secured a special one-time facility under the Fund structure Neev Fund Covid-19 Special Action Stimulus (NF-CSAS) of INR 20 Cr to provide short term liquidity support to help the affected portfolio companies to build back post the lockdown.

ii. SWAMIH Investment Fund

On November 06, 2019, the Honorable Finance Minister announced that the Union Cabinet has cleared a proposal to set up a 'Special Window' in the form of AIF to provide priority debt financing for the completion of stalled housing projects.

Special Window for Affordable and Mid-income Housing Investment Fund I ('SWAMIH Fund') has been formed to complete construction of stressed / stalled, brownfield, RERA registered residential developments that are in the affordable housing/mid-income category and requires last mile funding.





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The Sponsor of the Fund is the Secretary, Department of Economic Affairs, Ministry of Finance, Government of India on behalf of the Government of India. The Government of India has committed a fund infusion of up to INR 10,000 Cr in the Special Window and further investments will be brought in through institutional and private investors. The Fund has a target corpus of INR 12,500 Cr with a green shoe option of INR 12,500 Cr. The Fund achieved its first closing with 14 investors and a capital commitment of INR 10,037.5 Cr on December 06, 2019.

The Fund invests in RERA-registered housing projects where 90% of Floor space index (FSI) is dedicated for Affordable/ Mid-Income Housing, RERA carpet area of the units is less than 200 sqm and houses are priced below INR 2 Cr in MMR / below INR 1.5 Cr in NCR, Chennai, Kolkata, Pune, Hyderabad, Bangalore, and Ahmedabad and below INR 1 Cr in Rest of India. The projects also have to be net-worth positive and at least 30% of construction & development have to be completed.

As on March 31, 2022, the overall status of the deals presented to the Investment Committee are as follows:

- SWAMIH Fund has provided approvals to 253 projects committing over INR 24,400 Cr., which should help unlock capital of more than INR 67,000 Cr. and help in completion of more than 1,49,000 homes.
- Out of these 253 projects, 113 projects have received final approval where the total committed amount is approximately INR 11,180 Cr. and should help complete nearly 66,500 homes while helping release capital of nearly INR 30,800 Cr.
- The Fund has completed 11,014 homes and is on target to complete atleast 20,000 homes every year.
- The Fund has completely exited from 2 investments with the target investment returns.

iii. SVL-SME Fund

In 2019 SVL- SME Fund (Neev Fund II) was registered with SEBI as a category I AIF with a target corpus of INR 400 Cr plus a green shoe option of INR 200 Cr. Subsequently, owing to strong investor interest, the fund size has been increased to a target corpus of INR 1,000 Cr plus a green shoe option of INR 1,000 Cr. SVL-SME Fund is an extension of the model of Neev Fund





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and the objective of the Neev Fund II is to invest in SME businesses with a focus on climate, environment and sustainability sectors across the country. The Fund announced its first close on June 18, 2021. Besides SBI and SVL, the Fund has European Investment Bank (EIB), Japan International Cooperation Agency (JICA), Self-Reliant India Fund (SRI Fund) among others as its contributors. The Fund has made 3 investments in the circular economy, pollution control and bio-energy sector.

iv. Fund of Funds under management (Category II AIFs):

a) UK India Development Cooperation Fund (UKIDCF)

UKIDCF is a Fund of Funds platform by which is sponsored by UK Government through (FCDO) and SBICAP Ventures Limited. The investment objective of the Fund is to carry on the activity of a Category II AIF – fund of funds, as permissible under the Alternative Investment Fund (AIF) Regulations, for making portfolio investments focused on achieving UK - India development cooperation objectives as identified in the UK India 2030 Roadmap. Subject to AIF Regulations and applicable law, the Fund shall seek to achieve its investment objectives by investing substantially all of its assets in permitted Portfolio Entities, i.e. Category I AIFs and Category II AIFs which seek to invest in, or are engaged in, sectors that promote sustainable economic development, help reduce poverty and contribute towards achievement of Sustainable Development Goals (SDGs) in India.

Key features of UKIDCF Fund are mentioned below:

- Target corpus of INR 5,000 Cr (excluding green shoe option of INR 2,500 Cr)
- Life of the fund is 18 years

As on March 31, 2022, UKIDCF has committed INR 117 Cr to 2 Portfolio entities.

b) Self Reliant India Fund (SRI)

NSIC Venture Capital Fund Ltd. (NVCFL), a wholly-owned subsidiary of the National Small Industries Corporation, has set up a Fund of Funds (FoF) named Self Reliant India (SRI) Fund, registered as a SEBI Category II AIF, for providing growth capital to the Micro, Small and Medium Enterprises (MSMEs). SVL, as Investment Manager, has been entrusted with managing the Fund. Target corpus of the Fund is INR 10,000 cr and life of the fund would be 15 years. The fund corpus is envisaged to be disbursed to MSMEs across the country, via selected "Daughter Funds", creating impact in the farthest regions of the country.





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As on March 31, 2022, the Investment Committee (IC) of SRI Fund granted preliminary approval to 25 Daughter Funds for an aggregate amount of INR 3,665 Cr., of which INR 3,465 Cr to 23 Funds has received final approval of IC and documentation completed by 20 Funds with an aggregate commitment of INR 3,200 Cr.

v. SVL as a Limited Partner:

SBICAP Ventures Limited has made commitment of INR 50 Cr. to Inflexor Technology Fund, a Category II AIF with the corpus of INR 608 Cr. As of March 31, 2022, 9 investments have been approved by the IC of the Fund, wherein ~ INR 160 Cr have been committed and ~INR 120 Cr have been invested.

3. Dividend

The Board of Directors of the Company have not recommended any dividend during the year under review.

4. Transfer to Reserves

The Board of Directors of the Company have decided not to transfer any amount to reserve for the year under the review. The entire amount of profits is retained in the profit and loss account.

5. Deposits

The Company has not invited, accepted, or renewed any deposits with the meaning of Section 73 to 76 of the Companies Act, 2013. Accordingly, the requirements to furnish details relating to deposits covered under Chapter V of the Companies Act, 2013 does not arise.

6. Share Capital

During the year under review, the issued, subscribed, and paid-up equity capital of the Company remained at INR 60,37,79,170 divided into 6,03,77,917 equity shares having face value of INR 10/- each. The Company has not issued any shares or convertible securities during the year under review.





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7. Particulars of Holding, Subsidiary & Associate Company

SBI Capital Markets Limited along with its nominees holds 100% equity share capital of the Company. SVL does not have any subsidiary, associate, or joint venture company.

8. Change in the Nature of Business

During the year under review, there was no change in the nature of business of the Company.

9. Composition of Board of Directors and Key Managerial Personnel of the Company

The Composition of Board of Directors and Key Managerial Personnel (KMP) of the Company as on March 31, 2022, is as under:

Sr. No.	Name of the Directors and KMP	Designation	DIN/PAN	Date of Appointment
1.	Shri. Dinesh Kumar Khara	Nominee Director	06737041	September 09, 2016
2.	Shri. Ashwani Bhatia	Nominee Director	07423221	November 11, 2020
3.	Shri. Ashwini Kumar Tewari	Nominee Director	08797991	February 24, 2021
4.	Shri. Arun Mehta	Nominee Director & Chairman of the Board	08674360	January 21, 2020
5.	Shri. Mohan Harshey	Independent Director	00987969	September 25, 2019
6.	Shri. B.R.S. Satyanarayana	Nominee Director	09200848	July 27, 2021
7.	Shri. Naresh Yadav	Non-Executive Director	08590165	March 28, 2020





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8.	Shri. Suresh Kozhikote	MD & CEO	08183787	June 01, 2020
9.	Ms. Shweta Agrawal	COO & CFO	AATPA4366N	July 16, 2021
10	Ms. Ankita Shrivastav	Company Secretary	CIIPS0741N	July 19, 2018

10. Appointment and Cessation of Directors of the Company.

(a) During the year under the review following Directors were appointed on the Board of Directors of the Company.

Name of the Director	DIN	Designation	Date of Appointment
Shri. B.R.S. Satyanarayana	09200848	Nominee Director	July 27, 2021

(b) During the year under the review following ceased to be Director on the Board of Directors of the Company

Name of the Director	DIN	Designation	Date of Cessation
Shri. R Viswanathan	08289691	Nominee Director	June 21, 2021

As per the declarations submitted to the Company, none of the Directors are disqualified under Section 164 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

11. Subsequent to the financial year end, the following changes have taken place in the Company.

- i) Shri Ashwani Bhatia and Shri Ashwini Kumar Tewari, resigned as Nominee Director of the Company with effect from May 31, 2022, and June 14, 2022.
- ii) Shri Arun Mehta and Shri BRS Satyanarayana, resigned as Nominee Director of the Company with effect from July 31, 2022, and August 9, 2022.
- iii) Shri Naresh Yadav resigned as Director of the Company with effect from August 12, 2022
- iv) Shri Swaminathan J and Shri Amitava Chatterjee has been appointed as Nominee Director of the Company with effect from June 14, 2022 and August 1, 2022.
- v) Shri Ravi Ranjan appointed as Nominee Director of the Company with effect from August 10, 2022.



12. Declaration of Independence

Shri. Mohan Harshey, Independent Director has complied with the provisions of Section 149(6) and Code for Independence as prescribed in Schedule IV of the Companies Act, 2013 for the financial year 2021-2022.

13. Directors retiring by rotation.

In terms of Section 152 of the Companies Act, 2013, Shri Amitava Chatterjee, Non-Executive Nominee Director of the Company liable to retire by rotation from the said position at the ensuing Annual General Meeting and being eligible offer himself for reappointment.

14. Committees of the Board

SVL has the following Board committees which have been constituted as a part of the good corporate governance practices as under:

- i) Audit Committee
- ii) Nomination and Remuneration Committee
- iii) Share Allotment Committee
- iv) Corporate Social Responsibility Committee
- v) Sub-Committee of the Board (for Review of Policies)

i) Audit Committee:

The Composition and changes to the Audit Committee as on date of this report and terms of reference are as follows:

Sr. No.	Name of the Committee Members	Designation	Number of Audit Committee meetings entitled to attend during the year	Number of Audit committee meetings attended during the year
1.	Shri Mohan Harshey	Chairman	5	5
2.	Shri Naresh Yadav (resigned w.e.f. August 12, 2022)	Member	5	4
3.	Shri Suresh Kozhikote	Member	5	5
4.	Shri Ravi Ranjan (appointed w.e.f. September 3, 2022)	Member	Nil	Nil





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The Audit Committee met 5 times in the year i.e., April 16, 2021, July 17, 2021, September 28 2021, October 18 2021, and January 12, 2022.

Terms of Reference of the Audit Committee of Board of the Company.

- Recommend the appointment, remuneration and terms of appointment of the auditors of the Company,
- Review and monitor the auditor's independence and performance and effectiveness of audit process,
- Examine the financial statements and auditor's report thereon,
- Approve transactions of the Company with related parties and any subsequent modifications therein,
- Scrutinise inter-corporate loans and investments,
- Verify valuation of undertakings or assets of the Company, wherever it is necessary,
- Evaluate internal financial controls and risk management systems,
- Monitor the end use of funds raised through public offers and related matters,
- Call for the comments of the auditors about internal control systems,
- Discuss with the auditors before the audit commences about the nature and scope of audit, including the post audit discussion on observations of the auditors to ascertain any area of concern,
- Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.





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- Review with the management, the annual financial statements before submission to the Board for approval, with particular reference to: -
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of all related party transactions.
 - g. Qualifications in the draft audit report.
- Discuss any issues related to the financial statements with the internal and statutory auditors and the management of the Company,
- Review with the management, the quarterly financial statements before submission to the Board for approval.
- Review with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Review the adequacy of inspection and audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discuss with the internal auditors of any significant findings and follow-up thereon.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.





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- Look into the reasons for substantial defaults in the payment to the depositors, debentures holders, shareholders (in case of non-payments of declared dividends) and creditors.
- Review the functioning of the Whistle Blower Mechanism and oversee the Vigil Mechanism.
- Focus on Follow-up of Inter Branch/RO adjustment accounts, unreconciled long outstanding entries, arrears in balancing books at branches/ROs, frauds and all major areas of housekeeping
- Approve any payment to Statutory Auditors for any other service rendered by the Statutory Auditors.

Mandatory review of the following information: -

- Management discussion and analysis of financial condition and result of operations.
- Statement of significant related party transactions (as defined by the audit committee) submitted by management.
- Management letters/letters of internal control weaknesses issued by the Statutory Auditors.
- Internal Audit Reports relating to internal control weaknesses.

The Audit Committee also has the powers and authority to: -

- Investigate any activity within its terms of reference, or referred to it by the Board
- Obtain legal or professional advice from external sources
- Have full access to information contained in the records of the Company
- Seek information from any employee
- Secure attendance of outside experts if it considers necessary.

Recommendation of Audit Committee

During the year under review, the recommendations made by the Audit Committee from time to time were accepted by the Board of Directors.



(ii) Nomination and Remuneration Committee:

The Composition and changes to the Nomination and Remuneration Committee as on date of this report and terms of reference are as follows:

Sr. No.	Name of the Committee Members	Designation	Number of NRC meeting entitled to attend during the year	Number of NRC meetings attended during the year
1.	Shri Ashwini Kumar Tewari (resigned w.e.f. June 14, 2022)	Chairman	1	1
2	Shri Swaminathan J (appointed w.e.f. June 14, 2022)	Chairman	Nil	Nil
3.	Shri Arun Mehta (resigned w.e.f. July 31, 2022)	Member	2	2
4.	Shri Amitava Chatterjee (Appointed w.e.f. August 1, 2022)	Member	Nil	Nil
5.	Shri Mohan Harshey	Member	2	2
6.	Shri Naresh Yadav (resigned w.e.f. July 31, 2022)	Member	2	1

The Nomination and Remuneration Committee met two (2) times during the financial year 2021-22 i.e. July 17, 2021 and September 28, 2021.

Terms of Reference of Nomination and Remuneration Committee

1. To take note of
 - i) persons who have been appointed as Directors and
 - ii) appointed in senior management personnel and recommend to the Board their appointment and removal,





2. Carry out evaluation of every Director on yearly basis
3. To take note of the remuneration policy formulated which ensures:
 - a. Remuneration to Key Managerial Personnel and senior management shall have a balance between fixed, variable pay and long-term incentive.
 - b. Relationship of remuneration to performance is market related and competent to meet appropriate performance benchmarks,
4. Recommend to the Board, the remuneration for the Directors, Key Managerial Personnel and other employees.

Nomination and Remuneration Policy

The Nomination and Remuneration Policy as approved by the Board of Directors at its meeting held on, September 25 2019 forms part of this report and attached as an 'Annexure I' to the Director Report has also placed on the website of the Company and can be accessed at weblink https://www.sbicapventureslimited/NRC_policy

ii) Share Allotment Committee

The Composition and changes to the Share Allotment Committee as on date of this report and terms of reference are as follows:

Sr. No.	Name of the Committee Members	Designation
1	Shri. BRS Satyanarayana (resigned w.e.f. August 9, 2022)	Chairman
2	Shri. Naresh Yadav (resigned w.e.f. August 12, 2022)	Member
3	Shri. Suresh Kozhikote	Member
4	Shri Ravi Ranjan (appointed w.e.f. August 10, 2022)	Member
5	Shri Amitava Chatterjee (appointed w.e.f. September 3, 2022)	Chairman

*During the year, no meetings were convened.





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iii) Terms of Reference of Share Allotment Committee:

- i) To allot the shares and securities of the company, including the letters of allotment, from time to time, based on the terms and conditions as set out by the Board of Directors and Shareholders in their respective Meetings and the provisions of the Companies Act, 2013 read with the Rules, Regulations, Notifications and Circular.
- ii) To consider and approve the offer letter for right issue and period for opening and closure of offer period
- iii) To consider, discuss and settle all matters relating to the issue and allotment of shares and securities of the company within the provisions of the Act.
- iv) The Committee shall, at regular intervals, or as sought by the Board provide a summary of the allotments to the Board of Directors of the Company

iv) Corporate Social Responsibility (CSR) Committee

The Composition and changes to the CSR Committee as on date of this report and terms of reference are as follows:

Sr. No.	Name of the Committee Members	Designation	Number of CSR meeting entitled to attend during the year	Number of CSR meetings attended during the year
1.	Shri BRS Satyanarayana (resigned w.e.f. August 9, 2022)	Chairman	2	2
2.	Shri Naresh Yadav (resigned w.e.f. August 12, 2022)	Member	3	3
3.	Shri Suresh Kozhikote	Member	3	3
4	Shri Ravi Ranjan (appointed w.e.f. August 10, 2022)	Member	Nil	Nil
5	Shri Amitava Chatterjee (appointed w.e.f. September 3, 2022)	Member	Nil	Nil





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The CSR Committee met three time (3) during the financial year 2021-22 i.e. June 1, 2021, September 28, 2021, and January 28, 2022.

Terms of Reference Corporate Social Responsibility Committee:

- a. To formulate the CSR Policy for the Company, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII, and recommend the CSR Policy for approval to the Board
- b. To recommend the amount of expenditure to be incurred on the CSR activities
- c. To monitor the CSR Policy of the Company from time to time
- d. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

v) Sub-committee of the Board

The Sub-committee of the Board, constituted on August 27, 2021, and terms of reference of the Committee are as follows:

Sr. No.	Name of the Committee Members	Designation
1.	Shri. BRS Satyanarayana	Chairman
2.	Shri. Naresh Yadav	Member
3.	Shri. Suresh Kozhikote	Member

The Sub-Committee met three time (3) during the financial year 2021-22 i.e., September 7, 2021, September 27, 2021, and January 28, 2022.

Terms of reference Sub-committee of the Board:

Role of the Sub-committee of Board is to review all recommendation given by the consultant (BCG) on Policies & Processes and submit to the Board of Directors for their approval.





15. Performance Evaluation of the Board and Board Committees

Pursuant to the provisions of the Companies Act 2013, the Board has carried out an annual evaluation of performance of the Board, various committees, and individual directors. The performance of the Board and individual Directors were evaluated by the Board seeking inputs from all the directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members.

Performance of individual directors was reviewed and followed by a Board Meeting which discussed the performance of the Board, its committees, and individual Directors.

The performance of the Independent Director was evaluated by the entire Board except the person being evaluated. The performance of the Committee was evaluated by the Board seeking inputs from the Committee members. The Board carried out the evaluation of their own performance and that of its Committees as well as the individual directors keeping in mind the inputs received inter alia from the review by the Independent Director.

The summary of the performance of the Board, its Committees, individual directors and the Chairman was placed before the Nomination and Remuneration Committee at its meeting held on July 15 2022, for noting and recommending to the Board to take note of the same. The Board noted the summary of the performance of the Board and its Committees.

16. Secretarial Auditor and Secretarial Audit Report

Pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed M/s. D.A. Kamat & Co., practicing company secretaries as secretarial auditors to conduct the secretarial audit of the Company for the financial year 2021-2022. The Company provided all assistance and facilities to the secretarial auditor for conducting their audit. The report of secretarial auditor for the Financial Year 2021-2022 is annexed to this report as 'Annexure II'.





17. Statutory Auditors

M/s. KPMR & Co., Chartered Accountants (FRN: ABEFM6925D) were appointed as the Statutory Auditors of the Company for the financial year 2021-2022 by the Comptroller & Auditor General of India (CAG), under the provisions of Section 139 (5) of the Companies Act 2013 to hold office till the ensuing Annual General Meeting of the Company.

The Company has received communication from the Office of the Comptroller & Auditor General of India regarding the appointment of M/s. KPMR & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2022-2023. The Company has obtained consent and eligibility letter from M/s. KPMR & Co. for the said appointment.

18. Comments of the Comptroller & Auditor General of India (CAG):

Comments of the Comptroller & Auditor General of India (CAG) as per report dated 27th June 2022, submitted under Section 143(6) read with section 129(4) of the Companies Act, 2013 on the Financial Statements of the Company for the year ended March 31, 2022 is enclosed. CAG has inter-alia advised as follows:

"I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of SBICAP Ventures Limited for the year ended March 31, 2022, under section 143 (6)(a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit noting significant has come to my knowledge which would give rise to any comment upon or supplementary to statutory auditors' report under section 143(6)(b) of the Act"

There are no adverse comments by CAG in the report.

19. Explanations or comments on the qualification, reservation or adverse remark or Disclaimer made by the Auditor in their Report

There is no qualification, reservation or adverse remark or disclaimer made by the statutory auditors, appointed by Comptroller & Auditor General of India, in their report. Hence no explanations are provided. The report of Statutory Auditor forms part of the financial statements.





20. Reporting of frauds by Auditors

During the year under review, neither the statutory auditors nor the secretarial auditors have reported any instances of fraud committed against SBICAP Ventures Limited by its officers or employees, which needs a mention in this Annual Report, to the Audit Committee under Section 143 (12) of the Companies Act, 2013.

21. Corporate Governance

a. Board Meetings

During the year under the review, 5 (Five) Board Meetings were held the details of which are as under:

Sr. No.	Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
1.	April 16, 2021	8	7
2.	July 17, 2021	7	5
3.	September 28, 2021	8	7
4.	October 18, 2021	8	7
5.	January 12, 2022	8	8

Attendance of Directors at Board Meetings held during the financial year 2021-2022:

Sr. No.	Name of Director	Board Meetings held in Director's tenure	Attendance in Board Meeting
1	Shri Dinesh Kumar Khara, Nominee Director	5	3
2	Shri Ashwani Bhatia, Nominee Director	5	4
3	Shri Ashwini Tewari, Nominee Director	5	5
4	Shri Arun Mehta, Chairman & Nominee Director	5	5
5	Shri Mohan Harshey, Independent Director	5	5
6	Shri BRS Satyanarayana, Non-Executive Nominee Director	3	2
7	Shri Naresh Yadav, Non-Executive, Director	5	4
8	Shri Suresh Kozhikote MD&CEO	5	5





22. Conservation of Energy and Technology Absorption

The Company is in financial services sector and is taking adequate and necessary steps to minimize the usage of energy to the extent possible. Since SVL has outsourced many of its internal activities including fund accounting to outside agencies, technology absorption is not applicable for the time being.

23. Foreign Exchange Earnings and Outgo

During the year under review, the Company has not earned any income in foreign exchange. Total foreign exchange expended amounts to INR 12,78,560 on account of expenses.

24. Particulars of Employees

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the statement containing particulars of employees as required is annexed as an **Annexure -III** hereby and forms part of the Directors report.

25. Extracts of Annual Return

Pursuant to the applicable provisions of the Companies Act 2013, and in accordance with Rule 12 sub-rule 1 of the Companies (Management and Administration) Amendment Rules, 2020 effective from August 28 2020, annual return as referred in Section 92(3) of the Companies Act, 2013 has been placed on the website of the Company and can be accessed at weblink https://www.sbicapventureslimited/Annual_return.pdf. Further, an extract of Annual Return for the financial year ended March 31, 2022 in Form MGT-9 is annexed as **Annexure 'IV'**.

26. Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013

The Company has not given any loans or guarantee except two performance / financial guarantees aggregating INR 5.05 Cr. issued by State Bank of India on behalf of the Company.





27. Related Party Transaction

All related party transactions that were entered into during the financial year 2021-2022 were in the ordinary course of business and on an arm's length basis. The particulars of contracts / arrangements entered into by the Company with the related parties, as prescribed in form No. AOC -2, is annexed to this report as "Annexure-V".

28. Statement in respect of Adequacy of Internal Financial Control

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company had appointed Boston Consulting Group (BCG) as consultant to undertake review of the operations, policies, and procedures with a view to putting in place best industry practices.

29. Internal Auditors:

M/s. SMSR & Co. Chartered Accountants carried out the internal audit for the financial year 2021-2022. Further the Board of Directors appointed M/s JCR & Co., Chartered Accountants an Internal Auditor for the Financial Year 2022-2023.

30. Secretarial Standards:

During the year under review, the Company has complied with the provisions of the applicable Secretarial Standards issued by Institute of Companies Secretaries of India.

31. Details of Corporate Social Responsibility initiatives

In terms of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted CSR Committee. The CSR Policy of the Company forms part of the Board's Report attached as **annexure VI** and is also available on the Company's website www.sbicapventures.com. In terms of CSR Amendments Rules 2021 & Section 135 of the Companies Act, 2013 effective from January 21, 2021, the prescribed CSR Annual Report forms part of this Report.





Annual CSR Report included in Board's Report as prescribed in Companies (CSR) Rules, 2014.

1. Brief outline on CSR Policy of the Company:

The CSR Policy of SVL (Policy) is in line with the Company's continuing commitment to behave ethically and contribute to economic development while improving the quality of life of the local community and society at large. The Policy underscores SVL's role of being a 'responsible corporate citizen' guided by its Board and the CSR Committee affirms its solemn duty to reach out and support the less fortunate and underprivileged sections of society. The Policy is meant to guide the Company and its employees to actively follow, understand and contribute to social causes, to remove indisputable social as well as developmental lacunae and to promote community development. While the Company undertakes its CSR activities as specified under Schedule VII of the Companies Act, covering eligible CSR activities, some of the major focus areas under its CSR include healthcare, poverty alleviation and relief efforts, education, and livelihood initiatives especially for marginalized communities.

The Policy approved by Board of Directors of SVL (recommended by CSR Committee) forms part of Board Report as **Annexure 'VI'**.

2. Composition of CSR Committee as on date of this report and attendance for the financial year 2021-22:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of CSR Committee meeting held during the year	Number of meetings of CSR Committee attended during the year
1.	Shri R Viswanathan (resigned w.e.f. June 21, 2021)	Chairman	3	1
2.	Shri BRS Satyanarayana (resigned w.e.f. August 9, 2022)	Chairman	3	2





Sl. No.	Name of Director	Designation / Nature of Directorship	Number of CSR Committee meeting held during the year	Number of meetings of CSR Committee attended during the year
3.	Shri Naresh Yadav (resigned w.e.f. August 12, 2022)	Member	3	3
4.	Shri Suresh Kozhikote	Member	3	3
5.	Shri Ravi Ranjan (appointed w.e.f. August 10, 2022)	Member	3	Nil
6.	Shri Amitava Chatterjee (appointed w.e.f. September 3, 2022)	Chairman	3	Nil

3. The details of the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The CSR Policy, Composition of CSR committee and CSR projects approved by the Board is available on the website of the Company: <https://www.sbicapventures.com>.

4. Executive Summary along with web link of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable : **Not Applicable**

5. (a) Average net profit of the Company as per section 135(5): INR 19,43,88,007/-.

(b) Two percent of average net profit of the company as per section 135(5): INR 38,87,760/-

(c) Surplus arising out of the CSR projects or programs or activities of the previous financial years: **Nil**

(d) Amount required to be set off for the financial year: **Nil**

(e) Total CSR obligation for the financial year [(b)+(c) +(d)]: INR 38,87,760/-





SBICAP Ventures Ltd.

6. (a) CSR amount spent on CSR projects (both Ongoing Project and other than Ongoing Project) for the financial year: 38,87,760
 (b) Amount spent in Administrative Overheads: NIL
 (c) Amount spent on Impact Assessment, if applicable: NIL
 (d) Total amount spent for the Financial Year: [(a)+(b)+(c)]: 38,87,760
 (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in INR)	Amount Unspent (in INR)				
	Total Amount transferred to Unspent CSR Account as per sub section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
38,87,760	NIL	NA	NA	NA	NA

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (In INR)
i)	Two percent of average net profit of the company as per sub-section (5) of section 135	38,87,760/
ii)	Total amount spent for the Financial Year	38,87,760/
iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial year, if any	Nil
v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Nil





7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1 Sl. No.	2 Preceding Financial Year(s)	3 Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in Rs.)	4 Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	5 Amount Spent in the Financial Year (in Rs)	6 Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		7 Amount remaining to be spent in succeeding Financial Years (in Rs)	8 Deficiency, if Any
					Amount	Date of transfer		
1	2018-19	NIL	NIL	NA	NA	NA	NA	NA
2	2019-20	NIL	NIL	NA	NA	NA	NA	NA
3	2020-21	NIL	NIL	15,20,864	Nil	NA	NIL	NIL





SBICAP Ventures Ltd.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): No
- (a) Date of creation or acquisition of the capital asset(s): NIL
(b) Amount of CSR spent for creation or acquisition of capital Asset: NIL
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: NIL
(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable
(e) Pin code of property :
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For on behalf of the Board of Directors


Amitava Chatterjee
Chairman-CSR Committee
DIN: 07082989


Suresh Kozhikote
MD & CEO
DIN: 08183787





32. Disclosure of Vigil Mechanism

Your Company has, in conformity to the Company's Policy to pursue and establish good corporate governance practices, formulated the 'Whistle Blower Policy' and the Policy on Fraud Risk Management. The Whistle Blower Policy provides a mechanism to the Directors and employees of the Company for reporting instances of unethical conduct, actual or suspected, fraud or violation of the Company's Code of conduct or law to the Chairman of Audit Committee or any other Audit Committee member, as the case may be. Protected Disclosures should preferably be reported in writing as soon as possible after the whistle blower becomes aware of relevant matter.

The Objective of the Fraud Risk Management Policy is to prevent, detect and monitor the risk of fraud in the Company. The Policy lays down effective mechanisms to prevent, detect and monitor the fraud risks in the Company.

33. Statement regarding Risk Policy in terms of Section 134(3n)

The Company has put in place a Risk Policy viz. Risk Management Policy (RMP). The RMP has been adopted for implementation with a view to achieving the following objectives, which are consistent with the Company's overall business goals and strategies:

- To develop a common understanding of risks and to create risk awareness
- To establish clear accountability and ownership of risk.
- To clearly identify risks and document major threats.
- Facilitate regulatory compliances.
- To decide upon risk mitigating measures.

34. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has constituted an Internal Committee (IC) to consider and resolve all sexual harassment complaints reported by women. The constitution of the IC is as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has put in place a Policy as mandated under the said Act and has not received any complaint during the financial year 2021 - 2022, under the said Policy.





35. Compliance with SEBI 's Prohibition of Insider Trading Regulations.

With a view to preventing insider trading, the Employees Securities Trading Code has been formulated in conformity with the SEBI (Prohibition of Insider Trading) Regulations, 2015, to regulate, monitor and report trading in securities by the employees of the Company.

36. Material changes and commitments affecting financial position of the Company that occurred between the end of the financial year and the date of the report

There is no major event that occurred after the end of the financial year till the date of the report that affect the financial position of the Company.

37. Details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status and Company's operations in future.

During the year under review, there were no significant and material orders passed by the Regulators courts and Tribunals which would impact on the going concern status of the Company and its future operations.

38. Details of Application Made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 Of 2016) during the year alongwith their status as at the end of the financial year.

During the year under review, there is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

39. Details of difference between amount of the valuation done at the time of one time Settlement and the Valuation done while taking loan from Banks or Financial Institutions alongwith the reasons thereof.

During the year under review, there was no instance of onetime settlement with any Bank or Financial Institution.

40. Maintenance of Cost Records and Cost Audit.

The maintenance of Cost Records and requirement of Cost Audit have not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.





41. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm that: -

- in preparation of the annual accounts, applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Company Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- the Directors had prepared the annual accounts on a going concern basis; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

42. Acknowledgement

The Board of Directors would like to express their thanks to the various organizations and agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks, and other business partners for the support received from them during the year.

The Board is happy to place on record their sincere appreciation for all employees of the Company for their unstinted commitment and continued contribution to the Company.

The Board is grateful to State Bank of India and the parent Company for providing every support during the year.

For, and on behalf of the Board of Directors


Amitava Chatterjee
Chairman
DIN: 07082989
Date: 26th September 2022
Place: Mumbai


Suresh Kozhikote
MD & CEO
DIN: 08183787





Nomination and Remuneration Policy
(Pursuant to Section 178 of the Companies Act, 2013)

As required under the provisions of the Companies Act, 2013 (the Act), as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel ("KMP") and the Senior Managerial Personnel ("SMP") has been formulated by the Nomination and Remuneration Committee of Directors ("NRC" or "the Committee") and approved by the Board of Directors of the Company ("the Board").

1. Objective and purpose:

- a) To take note of appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board.
- c) To take note and recommend to the Board for appointment and remuneration of Executive Directors. To recommend improvements to align to prevailing market standards, the remuneration policy relating to Key Managerial Personnel and senior employees.
- d) To recommend improvements to align to prevailing market standards, performance based incentives /rewards agreed between the Company and Key Managerial Personnel and Senior Management Personnel relating to the Company's operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented Senior Management Personnel.

2. Definitions:

2.1 Key Managerial Personnel: Key Managerial Personnel means –

- a) Chief Executive Officer or the Managing Director or the Manager;
- b) Whole-time Director;
- c) Chief Financial Officer;
- d) Company Secretary; and
- e) such other officer as may be prescribed by the Act or rules made thereunder.





2.2 Senior Management Personnel ("SMP") means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, the "words and expressions" used in this Policy and not defined herein but defined in the Companies Act, 2013, as may be amended, from time to time, shall have the meaning respectively assigned to them therein.

3. Applicability:

The Policy is applicable to all Directors, Key Managerial Personnel (KMP), SMP and other employees.

4. Constitution, Composition, Quorum of the Committee

4.1 Number of Members

- i. The Committee shall consist of a minimum 3 (Three) Non-Executive Directors, out of which not less than one half shall be Independent Directors.
- ii. The quorum for the Committee meetings shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors, whichever is higher, of which, at least one Director shall be an Independent Director.
- iii. The Chairman of the Committee will be a Non-Executive Director from amongst the members of the Committee. In the absence of the Chairman, members of the Committee present at the meeting shall choose one of the members of the committee to act as Chairman.
- iv. The Chairman of the Company may be a member of the Committee but will not chair the Committee.
- v. The Chairman of the Committee or in his absence any other member of the Committee authorised by him in this behalf, shall attend the general meetings of the Company.
- vi. Membership of the Committee shall be disclosed in the Annual Report.





4.2 Meetings and Invitees to meetings:

- i. The Committee will meet as and when required or as mandated by the Board or the Chairman of the Committee.
- ii. The Committee may invite such Executives, as it considers appropriate to be present at any meeting of the Committee. VP&GH (HRD) will be permanent invitee to the Committee
- iii. The Chairman or any other member of Committee or Company Secretary shall be the convener of the Committee meetings.
- iv. The Company Secretary shall act as Secretary of the Committee and provide assistance to it.

5. Role and functions of the Committee related to Nomination

5.1 Appointment criteria and qualifications:

- i. To take note of the Nomination / Appointment of persons who are nominated by SBI Capital Markets Limited in consultation with SBI and qualified to become Directors of the Company and who may be appointed as KMP or SMP of the Company, who possess integrity, independence, adequate knowledge, skill, qualification, experience in the field of his/her specialisation commensurate with the proposed role and responsibility as Director, KMP or SMP and shall have the ability to manage the responsibility assigned to him / her.
- ii. To take note of the Nomination/Appointment of KMP and Senior Management Person appointed by senior management of SBICAP Ventures Limited in consultation with SBI Capital Markets Limited who possesses integrity, independence, adequate knowledge, skill, qualification, experience in the field of his/her specialisation commensurate with the proposed role and responsibility as KMP or SMP and shall have the ability to manage the responsibility assigned to him / her.
- iii. The Company should ensure that it appoints or continues the employment of any person as Managing Director / Whole-time Director subject to the conditions laid down under Part I of Schedule V of the Companies Act, 2013.
- iv. To ensure that the Company shall appoint or continue the service of any person as Independent Director subject to the provisions of Section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013.





5.2 Tenure of appointment:

i. Executive Directors:

a) The Company shall appoint or re-appoint any person as its Managing Director / Whole-time Director by whatever name called, for a term not exceeding five years at a time, subject to the right of the SBI Capital Markets Limited in consultation with State Bank of India to appoint the Managing Director / Whole-time Director as contained in the Articles of Association of the Company.

b) No re-appointment of the Managing Director / Whole-time Director shall be made earlier than one year before the expiry of his / her term.

ii. Independent Director:

a) To ensure that an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

b) To ensure that no Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

5.3 Evaluation:

The Committee shall carry out evaluation of performance of every Director on yearly basis on certain predetermined parameters.

5.4 Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel, subject to the provisions and compliance of the said Act, rules and regulations.

5.5 Retirement:

i. The Director shall retire as per the applicable provisions of the Companies Act, 2013, and KMP and SMP shall retire as per the prevailing Policy of the Company in this regard.

ii. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.





6. Role and functions of the Committee related to Remuneration

6.1 Remuneration for the Managing Director / Whole-time Director

The remuneration of the Managing Director/Whole-time Director who is full time employed with the Company will be determined by the Committee and recommended to the Board for approval, subject to the rights of SBI Capital Markets Limited, as contained in the Articles of Association of the Company. The remuneration of the Managing Director / Whole-time Director shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever applicable / required.

6.1.1 The remuneration payable to the Managing Director / Whole-time Director who are on deputation from SBI Capital Markets Limited in consultation with State Bank of India shall be in accordance with the policy of SBI Capital Markets Limited in this regard and as per the provisions of the Companies Act, 2013, and the rules made there-under, which may be in force, from time to time.

6.1.2 Where any insurance is taken by the Company on behalf of its Directors, Managing Director, KMPs and SMPs for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

6.2 Remuneration to KMPs and SMPs:

6.2.1 Regular Pay:

The KMPs and SMPs including functional heads, shall be eligible for a monthly remuneration as per Company's Policy, which will consist of fixed and Performance based variable pay perquisites and statutory benefits to attract, retain and motivate KMPs and SMPs to attain the short and long term performance objectives of the Company. The KMP or SMP who is on deputation from SBI Capital Markets Limited in consultation with State Bank of India shall be eligible for remuneration as per the policy of State Bank of India/ SBI Capital Markets Limited, in this regard.





6.2.2 Performance based remuneration:

Other KMPs and Senior Management Personnel:

Subject to approval of the Board, in addition to fixed remuneration, to motivate executives to pursue the long term growth and success of the Company, KMPs and SMPs are entitled to receive performance based remuneration which shall be agreed upon between the KMP/SMP and Company and will be subject to provisions, if any, in Contribution Agreement entered into by the Company with external investors.

6.2.3 Minimum remuneration:

If, in any financial year, the Company has no profits, or its profits are inadequate, it shall pay remuneration to its Managing Director/Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

6.3 Remuneration to Independent Director:

6.3.1 Sitting Fees:

The Independent Director shall receive remuneration by way of fees for attending meetings of Board or Committee thereof as approved by the Board, subject to the maximum limit prescribed by the Central Government from time to time.

7. Appointment and remuneration of other Employees of the Company

The terms of appointment and remuneration of employees of the Company (other than Managing Director, KMPs and SMPs including functional head) shall be governed by the Company Policy and will be subject to provisions, if any, in Contribution Agreement entered into by the Company with external investors.

8. Delegation

The Committee or the Board of Directors may delegate one or more powers / responsibilities prescribed in this policy in favour of the Managing Director / Whole time Director or any other Officer of the Company for implementation of the policy.

Amendment

This policy may be amended, altered or modified by the Committee, if it deemed necessary, subject to approval of the Board.





SBICAP Ventures Ltd.

Annexure -II

To,
The Members,
SBICAP Ventures Limited,
202, Maker Tower, E,
Cuffe Parade, Mumbai - 400005

Subject: Secretarial Audit Report of the Company for the Financial Year 2021-22

We present herewith the Secretarial Audit Report for SBICAP Ventures Limited, for the Financial Year 2021-22 in terms of Section 204 of the Companies Act, 2013. Our report of even date is to be read along with the following:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where-ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.





SBICAP Ventures Ltd.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai
Date: 05th July, 2022

SD/-
Signature:
Name of the Firm: D. A.Kamat &Co

FCS No. 3843
CP No: 4965
UDIN: F003843D000568693
P. R. No.: 1714/2022





FORM NO MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR 1st APRIL 2021 to 31st MARCH, 2022

**[Pursuant to Section 204(1) of the Companies Act 2013 and rule No.9 of Companies
(Appointment and Remuneration Personnel) Rules, 2014]**

To,
The Members,
SBICAP Ventures Limited,
202, Maker Tower, E,
Cuffe Parade, Mumbai – 400005.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SBICAP Ventures Limited** (hereinafter called the "Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit, the explanations and clarifications given to us and their presentations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the company has during the audit period covering Financial Year from 1st April, 2021 to 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- I. We have examined the books, papers, minute books, forms and returns filed, reports issued by various fellow professionals and other applicable records and registers and maintained by the Company for the Financial Year from 1st April, 2021 to 31st March, 2022 according to the provisions of:





SBICAP Ventures Ltd.

1. The Companies Act, 2013 ("the Act") and the rules made there under
2. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – as applicable in respect of the reporting towards their Foreign Exchange Management Act, 1999:
3. Prevention of Money Laundering Act, 2002
4. SEBI (Alternative Investment Funds) Regulations, 2012 (*As applicable to Category-I and Category-II*)
5. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2018; (*As applicable to an AIF*)
6. Rules, Regulations, Guidelines, Notifications and Circulars and related rules, regulations and guidelines issued by SEBI thereon from time to time (to the extent Applicable)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent stated in this Report.

II. Provisions of the following Regulations and Guidelines prescribed are not applicable to the Company, for the financial year ended March 31, 2022 under report:

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (e) The Securities and Exchange Board (Buyback of Securities) Regulations, 1998
- (f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018





- III. We have reviewed the information, documents, records, filings and other certificates or confirmations received from fellow professionals for the period under review and the representations made by the company and its officers on the systems, records and compliances under other laws applicable to the Company. The list of major laws and acts applicable to the company are stated in **Annexure I** to this Report.
- IV. We have examined the compliances of the applicable provisions of Secretarial Standards, I and II issued by the Institute of Company Secretaries, India and notified by the MCA u/s 118(10) as issued under the Companies Act, 2013.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate agenda and detailed notes on agenda of the Board and Committee Meetings were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through with unanimous consent of all the Board of Directors and recorded as part of the minutes.

We further report that during the year under report and till the date of this report, the Company has undertaken following events / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:





SBICAP Ventures Ltd.

- (a) The Company has shifted its Corporate Office to Marathon Futurex, 12th floor, A & B-wing, Mafatal Mill Compound, N.M. Joshi Marg, Lower Parel, Mumbai 400013;
- (b) The Company has shifted its place of keeping its Books of Accounts, Register of Members and other returns under Section 94 of the Companies Act, 2013 at a place other than the registered office of the company. The same was approved by the members at the Extra-Ordinary General Meeting held on 12th April, 2021;

Place: Mumbai

Date: 05th July, 2022

Signature:

Name of the Firm: D. A. Kamat & Co

FCS No. 3843

CP No: 4965

UDIN: F003843D000568693

P. R. No.: 1714/2022



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SBICAP Ventures Ltd.

Annexure I – List of other Acts specifically applicable to the Company

Registered Office: SBICAP VENTURES LIMITED
202, Maker Tower, E,
Cuffe Parade, Mumbai – 400005

Major Acts applicable to the Company: Based on the list of other statutes provided by the Company, taking into consideration the nature of business, the following list of Major Acts are applicable to the Company.

- a) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- b) The Maternity Benefit Act, 1961
- c) Employees State Insurance Act, 1948
- d) Acts as prescribed under the Direct Taxes and Indirect Taxes
- e) Payment of Gratuity Act, 1972
- f) The Bombay Shops & Establishments Act, 1948
- g) The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013
- h) Prevention of Money Laundering Act, 2002
- i) Local laws as applicable to various offices of the Company

Place: Mumbai
Date: 05th July, 2022

Signature:
Name of the Firm: D. A. Kamat & Co
FCS No. 3843
CP No: 4965
UDIN: F003843D000568693
P. R. No.: 1714/2022





SBICAP Ventures Ltd.
Annexure IV

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2022
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	U67190MH2005PLC157240
Registration Date	10/11/2005
Name of the Company	SBICAP Ventures Limited
Category	Company limited by shares
Sub-Category of the Company	Indian Non-Government Company
Address of the Registered office and contact details	202, Maker Tower, 'E', Cuffe Parade, Mumbai, Maharashtra India - 400005
Whether listed company	No
Name, Address and Contact details of Registrar and Transfer Agent	Adroit Corporate Services Pvt. Ltd. 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makhwana Road, Marol Naka, Andheri (E), Mumbai -400059, India Landline: 022- 42270400

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Fund Management activities	66309	100%



**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and address of the company	CIN/GLN	Holding/ subsidiary / associate	% of shares held	Applicable section
1.	SBI Capital Markets Limited No.202, Maker Tower, 'E', 20th Floor, Cuffe Parade, Colaba, Mumbai – 400005	U99999MH1986PLC040298	Holding	100	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2021]				No. of Shares held at the end of the year [As on March 31, 2022]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	6,03,77,917		6,03,77,917		6,03,77,917		6,03,77,917	100%	Nil
e) Banks / FI	-				-		-	-	-
f) Any other	-				-		-	-	-





Sub-total (A)(1)	6,03,77,917		6,03,77,917		6,03,77,917		6,03,77,917	100%	Nil
(2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Banks /FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	6,03,77,917		6,03,77,917	100%	6,03,77,917		6,03,77,917	100%	Nil
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-



h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)									
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-





Total Public Shareholding (B) = (B)(1) + (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	6,03,77,917	-	6,03,77,917	100%	6,03,77,917	-	6,03,77,917	100%	Nil

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	SBI Capital Markets Limited	6,03,77,917	100%	Nil	6,03,77,917	100%	Nil	Nil





iii) Change in Promoters' Shareholding

Sl. No.		Shareholding at the beginning of the year 2021-2022		Cumulative Shareholding during the year 2021 2022	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
	At the beginning of the year	No Change		No Change	
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g., allotment / transfer / bonus/ sweat equity etc):	No Change		No Change	
	At the End of the year	No Change		No Change	





iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 2021-2022		Cumulative Shareholding during the year 2021-2022	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share- holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation if separated during the year)	NIL	NIL	NIL	NIL



v) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No.		Shareholding at the beginning of the year 2021-2022		Cumulative Shareholding during the year 2021-2022	
		No. of shares (Equity)	% of total shares of the company	No. of shares (Equity)	% of total shares of the company
1	For Each of the Directors and KMP				
	At the beginning of the year				
a.	Shri Arun Mehta *	1	0.00%	1	0.00%
b.	Shri R Viswanathan *	1	0.00%	1	0.00%
c.	Shri Naresh Yadav*	1	0.00%	1	0.00%
d.	Shri Suresh Kozhikote*	1	0.00%	1	0.00%
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g., allotment / transfer / bonus / sweat equity etc.):				





a.	Transfer of Equity Shares from *Shri Ramanathan Viswanathan, Nominee Director former Director to Shri BRS Satyanarayana	1	0.00%	1	0.00%
3	At the End of the year 2021-2022				
a.	Shri Arun Mehta, Nominee Director *	1	0.00%	1	0.00%
b.	Shri BRS Satyanarayana, Nominee Director *	1	0.00%	1	0.00%
c.	Shri Naresh Yadav, Non-Executive Director *	1	0.00%	1	0.00%
d.	Shri Suresh Kozhikote, MD&CEO*	1	0.00%	1	0.00%

***All the Nominees hold shares on the behalf of the SBI Capital Markets Limited and changes due to transfer of Nominee Directors.**





V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year (Addition/Reduction)	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-





VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
(a) Remuneration to Managing Director, Whole-time Directors and/or Manager
(Amount in Lakh)

Sr. No.	Particulars of Remuneration	Shri Suresh Kozhikote	Shri Mahendra Kumar Sharma *	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	70	3**	73
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit – - others, specify...	-	-	-
5.	Others, please specify	-	-	-
6.	Total (A)	70	3	73
7.	Ceiling as per the Act			

*Shri Mahendra Kumar Sharma has resigned w.e.f. 12th June 2022.

** Ex gratia for financial year 2020-21.

(b) Remuneration to other directors. **(Amount in lakh)**

Sr. No.	Particulars of Remuneration	Total Amount	
		Mohan Harshey	
1.	Independent Directors • Fee for attending Board and committee meetings • Commission • Others, please specify	2.9	2.9
Total (1)			





SBICAP Ventures Ltd.

2.	Other Non-Executive Directors * • Fee for attending board / committee meetings • Commission * • Others, please specify	-	-
Total (2)			
Total (B)=(1+2)		2.9	2.9
Total Managerial Remuneration			
Overall Ceiling as per the Act		-	-

c) Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

(Amount in Lakh)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		Ankita Shrivastav Company Secretary	*Kirti Saruparia Chief Financial Officer	Shweta Agrawal COO & CFO	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	16	3	57	77
2	Stock Option	-	-		-
3	Sweat Equity	-	-		-
4	Commission - as % of profit	-	-		
	- others, specify...				
5	Others, please specify				
Total		16	3	58	77

*Resigned with effect from 22nd June 2021.





VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	None				
Punishment					
Compounding					
B. Directors					
Penalty	None				
Punishment					
Compounding					
C. Other Officers in default					
Penalty	None				
Punishment					
Compounding					

For, and on behalf of the Board of Directors


Amitava Chatterjee
Chairman

DIN: 07082989

Date: 26th September 2022

Place: Mumbai


Suresh Kozhikote
MD& CEO
DIN: 08183787





Annexure_V

Form no. AOC – 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis – Nil.

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship

The following is the list of parties related as per Ind AS-24,

Name of Related Party	Nature of Relationship
a) SBI Capital Markets Ltd. (Subsidiary of State Bank of India)	Holding Company
b) State Bank of India (Holding Company of SBI Capital Markets Ltd.)	Ultimate Holding company
c) SBICAP Securities Limited (Subsidiary of SBI Capital Markets Ltd.)	Fellow subsidiary Company
d) SBICAP Trustee Company Ltd. (Subsidiary of SBI Capital Markets Ltd.)	Fellow subsidiary Company
e) SBI General Insurance Company Limited	Group Company
f) SBI Life Insurance Company Limited	Group Company
g) SBI Foundation	Group Company
h) Suresh Kozhikote, MD & CEO	Key Management Personnel
i) Mahendra Kumar Sharma, WTD & CEO	Key Management Personnel
j) Kirti Saruparia, CFO	Key Management Personnel
k) Shweta Agarwal, COO&CFO	Key Management Personnel
l) Ankita Shrivastav, CS	Key Management Personnel

(b) Nature of Contracts/Arrangements/Transactions: Details as per appended table in point no. (g).

(c) Duration of the Contracts/Arrangements/Transactions: Ongoing basis

(d) Salient terms of the Contracts or Arrangements or Transactions including the value, if any: Not Applicable

(e) Amount paid as advances, if any: NIL

(f) Details of Transactions with the above related parties are as under:





SBICAP Ventures Ltd.

Nature of Transaction	Ultimate Holding Company	Holding Company	Fellow Subsidiary Company	Group Company	Key Managerial Personnel
1) Expenses					
Salary and allowance (Suresh Kozhikote)					70
					(37)
Salary and allowance (M.K. Sharma)					3
					(13)
Salary to Kirti Saruparia					3
					(16)
Salary to Ankita Shrivastav					16
					(15)
Salary to Shweta Agrawal					58
					-
Royalty Payment	74				
	(22)				
CSR Expenditure				39	





SBICAP Ventures Ltd.

Electricity & Miscellaneous Expenses				(15)	
			10		
			-		
Insurance Expenses (staff insurance)				10	
				(21)	
Bank Charges					
	3				
	(1)				
Recruitment ,accident insurance and secondment(reimbursements)			18		
			(49)		
Computer Expense			6		
			-		
Rent & maintenance payment (for leased premises)			403		
			(133)		
Trusteeship Fees					1
2) Assets					
a) Investments					



SBICAP Ventures Ltd.

a) Bank Account (closing balance including FDs)	4,026		
	(3,829)		
3) Other Transactions			
a) Payables (reimbursements)		3	-
		(6)	-
b) Purchase of Assets (Marathon Futurex)		-	
		(3)	

Figures in bracket () relates to the comparative figures for the related party transaction for the year ended 31st March, 2021 and balance outstanding are as on 31st March, 2021

For, and on behalf of the Board of Directors


Amifava Chatterjee
Chairman

DIN: 07082989

Date: 26th September 2022

Place: Mumbai


Suresh Kozhikote
MD & CEO
DIN: 08183787





Annexure VI

Corporate Responsibility (CSR) Policy	Social	Approval Date:	17 th July 2021
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SBICAP Ventures Limited

Corporate Social Responsibility (CSR) Policy



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1. Corporate Philosophy

Corporate Social Responsibility (CSR) is the continuing commitment by business to behave ethically and contribute to economic development while improving the quality of life of the workforce and their families as well as of the local community and society at large. Businesses derive their primary benefits from operating in society and no business can function without caring for societal and community development. Since its inception, SBICAP Ventures Limited has been involved with several initiatives, actively pursuing and endorsing community improvement efforts in varying capacities, across India through its Funds. We understand that as a Corporate Citizen with resources at our command, it is our solemn duty to reach out and support the less fortunate and underprivileged sections of our society. The Company also encourages its staff members to actively follow, understand and contribute to social causes, to remove indisputable social and developmental lacunae and to promote self and community development.

2. Definitions

- 2.1 "Administrative overheads" means the expenses incurred by the company for 'general management and administration' of Corporate Social Responsibility functions in the company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme;
- 2.2 "Net profit" means the net profit of a company as per its financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely: -
- (i) any profit arising from any overseas branch or branches of the company, whether operated as a separate company or otherwise; and
 - (ii) any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Act:
- 2.3 "Ongoing Project" means a multi-year project undertaken by a Company in fulfillment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification;



2.4" Public Authority" means 'Public Authority' as defined in clause (h) of section 2 of the Right to Information Act, 2005 (22 of 2005)

2.5 "International Organization" means an organisation notified by the Central Government as an international organization under section 3 of the United Nations (Privileges and Immunities) Act, 1947 (46 of 1947), to which the provisions of the Schedule to the said Act apply.

3 Role of the Board

SBICAP Ventures Limited, being governed by the rules of The Companies Act, 2013, our CSR policy & programme is aligned with Section 135 of the Act as amended from time to time (*The related definitions & clauses with respect to Sec 135 are appended in Annexure A*).

As such, the Board of Directors of the Company shall constitute a CSR Committee consisting of Two or more Directors pursuant to the section 135(1) of the Companies Act, 2013.

The Board shall additionally oversee the below;

- a) After taking into account the recommendations made by the Corporate Social Responsibility Committee (as constituted above), approve the Corporate Social Responsibility Policy for the company and disclose the contents of such Policy in its report and also place it on the company's website -www.sbicapventures.com, in such manner as may be prescribed;
- b) The Board of Directors of the Company shall mandatorily disclose the composition of the CSR Committee, and CSR Policy and Projects approved by the Board on their website, if any, for public access as notified by the prescribed rules of the Act;
- c) Ensure that the activities included in the CSR Policy are in compliance with the activities in Schedule VII of the Act;
- d) Ensure that the activities as are included in Corporate Social Responsibility Policy of the company are undertaken by the company; and
- e) Monitor the implementation of the project and make modifications, if any, for the smooth implementation of the project.
- f) If the company fails to spend the said amount, disclose reasons for not spending such amount, in its report under clause (o) of sub - section (3) of Section 134, of The



Companies Act, 2013 and also transfer such unspent amount to the applicable Fund, within the timelines as laid out under the provisions of Section 135(5) and 135(6) of the Companies Act, 2013.

- g) The Board shall ensure that the CSR Activities are undertaken by the company itself or through –
- (a) A company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company, or
 - (b) A company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
 - (c) Any entity established under an Act of Parliament or a State legislature; or
 - (d) A company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.
- f) The Board shall satisfy itself that the funds so disbursed have been utilized for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.

4. Role of the CSR Committee

The Corporate Social Responsibility (CSR) Committee "CSR Committee" means the Corporate Social Responsibility Committee of the Board referred to in section 135 of the act. Such a committee constituted by SVL Board shall have the following terms of reference:

The Corporate Social Responsibility (CSR) Committee constituted by the Board of Directors shall have the following terms of reference: The CSR Committee shall formulate and recommend to the Board, an Annual Action Plan in pursuance of its CSR policy, which shall include the following, namely:-

- (a) The list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- (b) The manner of execution of such projects or programmes
- (c) The modalities of utilisation of funds and implementation schedules for the projects or programmes;
- (d) Monitoring and reporting mechanism for the projects or programmes; and
- (e) Details of need and impact assessment, if any, for the projects undertaken by the company;



Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect."

5. CSR Expenditure and Budget

5.1 As stated under Sec 135 (5) of The Companies Act, 2013 SBICAP^o shall ensure that it spends, in every financial year, at least two percent or more of the average net profits made during the three immediately preceding financial years in pursuance of its Corporate Social Responsibility Policy

5.2 The board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.

5.3 Any surplus arising out of the CSR activities shall not form part of the business profit of a company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and Annual Action Plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

5.4 Where a company spends an amount in excess of requirement provided under sub-section (5) of section 135 , such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years subject to the conditions that –

(i) The excess amount available for set off shall not include the surplus arising out of the CSR activities, if any, in pursuance of sub-rule (2) of this rule.

(ii) The Board of the company shall pass a resolution to that effect.

The CSR amount may be spent by a company for creation or acquisition of a capital asset, which shall be held by - (a) a company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number under sub-rule (2) of rule 4; or (b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or (c) a public authority:

5.5 The CSR Budget for the corresponding financial year, will be updated, with due consideration, in the CSR Annual Action Plan & revised each financial year.

6 Unspent Corporate Social Responsibility Account and Transfer to Fund

A. ONGOING PROJECTS:

The Board of Directors shall open an Unspent Corporate Social Responsibility Account held by the Company in a Scheduled Bank. The following transfers shall be permitted into the Account:



Amount permitted for transfer_Due date for Transfer	
Unspent CSR amount assigned /related to any ongoing projects	Within 30 days of the closure of the Financial Year
Surplus arising out of any CSR activities	Within 6 months of the closure of the Financial Year

The following amounts shall be transferred to a Fund specified under Schedule VII to the Act or such Account as specified by the Government in this regard:

B. NON-ONGOING PROJECTS:

Amount to be transferred_Due date for transfer/spent	
Unspent CSR amount not assigned /related to any ongoing projects	Within 6 months of the closure of the Financial Year
Any unspent amount remaining in the Unspent CSR Account	Shall be spent by Company within 30 days of completion of 3 (three) years from the date on which the amount was transferred to the Unspent CSR Account

7 CSR Activities

The Company's CSR Policy would encompass all the activities listed under Schedule VII of the Companies Act, 2013 (Annexure A). However, the Company has shortlisted the below listed focus areas to create a sustainable & meaningful impact & to align with the Communication and Business Strategy of the Company:

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the 'Swachh Bharat Kosh' set-up by the Central Government for promotion of sanitation and making available safe drinking water; ¹
2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled, and livelihood enhancement projects;
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
5. Protection of national heritage, art and culture including restoration of buildings and sites of



- historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts:
6. Measures for the benefit of armed forces veterans, war widows and their dependents,
 7. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
 8. Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
 9. Contribution to incubators funded by Central Government or State Government or any agency or Public Sector Undertaking of Central Government or State Government, and contributions to public funded Universities, Indian Institute of Technology (IITs), National Laboratories and Autonomous Bodies (established under the auspices of Indian Council of Agricultural Research (ICAR), Indian Council of Medical Research (ICMR), Council of Scientific and Industrial Research (CSIR), Department of Atomic Energy (DAE), Defence Research and Development Organisation (DRDO), Department of Biotechnology (DBT), Department of Science and Technology (DST), Ministry of Electronics and Information Technology) engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).
 10. Rural development projects.
 11. Slum Area Development ('slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force).
 12. Disaster management including relief, rehabilitation and reconstruction activities.
 13. Undertake research and development activity of new vaccine, drugs and medical devices related to COVID-19 for financial years 2020-21, 2021-22, 2022-23 subject to the conditions that:
 - (a) Such research and development activities shall be carried out in collaboration with any of the institutes or organisations mentioned in item (ix) of Schedule VII to the Act;
 - (b) Details of such activity shall be disclosed separately in the Annual report on CSR included in the Board's Report;
 14. Undertaking training of Indian Sports Personnel representing any State or Union Territory at National Level or India at international level
 15. Such other matters as may be notified by Ministry of Corporate Affairs from time to time



The above focus areas may be re-aligned, and new focus areas incorporated, as and when deemed necessary, by the Company's CSR Committee.

The specific undertakings and collaborations under each focus area and approximate budget allocation to each of the focus areas from the Company's CSR budget for the year, will be demarcated for reference purpose, along with zone wise/RO allocations (if any specified) in the CSR Strategy Document. The individual CSR activities undertaken should preferably be in the vicinity of the Company's offices across the country and not more than 25% of the available funds for the corresponding FY should be allocated for any one project so as to ensure equitable distribution and utilization of funds.

8. Shortlist Criteria

The Company will partner only with entities registered with the Central Government through CSR-1 norms with effect from the 01st day of April 2021. A CSR Association Form to be filled-in and submitted by any partner / vendor, to help the Company evaluate and screen CSR proposals for possible association, is appended as Annexure 'B'

9. Implementation Process

- 9.1 The Board shall ensure that the CSR activities are undertaken by the company itself or through –
- (a) a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company, or
 - (b) a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
 - (c) any entity established under an Act of Parliament or a State legislature; or (d) a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities,

The following entities will oversee the CSR Policy, its implementations and execution of CSR projects, programs and activities:

1. The Board
2. The CSR Committee, as constituted by the Board



The management will be responsible for the Implementation Process.

The key implementation steps and processes have been summarized below:

1. Develop a CSR Annual Action Plan – the management will draft a CSR Annual Action plan Strategy document aligned with the overall objectives of the company on social interactions and the focus areas listed in Clause 4 of the policy. Specific initiatives, shortlisted projects & associations under each of the above focus areas, will be incorporated in the CSR Strategy Document, during the course of the year.
2. Allocation of geographical budgets, if any
3. Operationalizing the institutional mechanism – CSR Committee and team identification & capacity building
4. Shortlist Implementing Agencies and conducting due diligence, if required
5. Project Development – Detailed Project Report (DPR)
6. Clear identification of CSR Budget
7. Project approval
8. Finalizing agreements with the implementing agencies
9. Project Implementation
10. Documentation, Monitoring (at Board and CSR Committee level)
11. Evaluation (Concurrent, Final & if possible, by an Independent Third Party)
12. Project impact assessment
13. Preparation of reporting format and placement in public domain

9.2 Provided that:

The company has specified the projects or programs to be undertaken through these entities and the modalities of utilization of funds on such projects and programs and the monitoring and reporting mechanism.

The company may engage international organisations for designing, monitoring and evaluation of the CSR projects or programmes as per its CSR policy as well as for capacity building of their own personnel for CSR.

The company may also collaborate with other companies for undertaking CSR projects or programs or activities, provided the CSR Committee is in a position to report separately on such projects or programs or activities in accordance with the CSR Rules. The Company will have the authority to disengage from any project at its own free will and at any point of time during the implementation of the project, subject to the approval of the CSR Committee.

The finalized schedule for each of the CSR project or programs or activity containing details of project, modalities of execution, implementation schedule and monitoring mechanism shall be as per this CSR Policy.



10. Impact Assessment

In the event of the Company's average CSR obligation exceeding Rs. 10 Crores or more in pursuance of subsection (5) of section 135 of the Act, in the three immediately preceding financial years, shall undertake impact assessment, through an independent agency, of their CSR projects having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study.

The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR. A Company undertaking impact assessment may book the expenditure towards Corporate Social Responsibility for that financial year, which shall not exceed five percent of the total CSR expenditure for that financial year or fifty lakh rupees, whichever is less.

11. Registration of Entities (is this required, covered in short-list criteria (Section 8)

Every entity, covered under sub-rule (1), who intends to undertake any CSR activity, shall register itself with the Central Government by filing the form CSR-1 electronically with the Registrar, with effect from the 01st day of April 2021:

Provided that the provisions of this sub-rule shall not affect the CSR, projects or programmes approved prior to the 01st day of April 2021. A unique CSR Registration Number shall be generated by the system automatically

12. Employee Engagement

SBICAP Ventures Limited actively encourages its employees to volunteer for/participate in social causes. Employees are free to offer suggestions and pass on recommendations as well as be a part of related activities in the short-listed focus areas, under the Company's CSR Policy. The Company will make all efforts to engage its employees to participate in and promote the causes that it endorses, under its CSR outreach, across all its locations & business centers.

13. Monitoring of CSR projects or programs or activities

The CSR Committee will review the progress on the CSR initiatives and discuss the budgetary utilization on a periodically basis. This meeting may include the relevant NGO/Partners, if required by the CSR Committee. The CSR Committee will present the periodically progress to the Board as part of the regular board meetings. In order to ensure that the amounts spent by the Company on CSR activities get properly utilized for the projects for which they are earmarked, the Managing Director may also nominate two to three officials of the Company to monitor the actual implementation of those projects, depending on the scale of the project.



14. Reporting Template

The format for the "Annual Report on CSR Activities" to be included in the Board's Report and to be displayed on the company's website www.sbicapventures.com shall be as follows:

1. A brief outline of the company CSR policy & CSR Strategy Document for the corresponding year, including overview of the projects or program proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.
2. The Composition of the CSR Committee.
3. Average net profit of the company for the last three financial years.
4. Prescribed CSR Expenditure (two percent of the amount as in Item 3 above).
5. Details of the CSR spent during the financial year:
 - a. Total Amount to be spent for the financial year;
 - b. Amount unspent, if any;
 - c. Manner in which the amount is spent during the financial year (as per Format below):

Sr. No	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local Area or other (2) Specify the State & District	Amount outlay (budget) project/program wise	Amount spent on the projects or programs Sub-heads: (1) Direct Expenditure on projects or programs	Cumulative expenditure up to the reporting period	Amount spent Direct or through Implementing agency*
1.							
2.							
3.							
	TOTAL						

*Give Details of Implementing Agency

6. In case the company is unable to spend the two percent of the average net profit for the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in the Board's report.
7. A Responsibility statement of the CSR Committee that the implementation and the monitoring of the CSR Policy, is in compliance with the CSR objectives and the Policy of the company.
8. The Annual Report shall be signed by :
 - a. Managing Director & CEO or Director
 - b. Chairman - CSR Committee.



15. Policy Review Mechanism

The CSR policy will be under the ownership of the CSR Committee and will be reviewed annually. The changes will be documented in the change log and signed off at the end of every review cycle by all members of the CSR Committee.

Version	Approval Date	Approver	Comments
1.0	10 th July 2020	Board	Policy was formulated and approved by the CSR Committee and BOD.
2.0	17 th July 2021	Board	Policy was formulated and approved by the CSR Committee and BOD.



Annexure 'A'

Guidelines under the Companies Act, 2013

Sec 135 under the Companies Act, 2013 mandates that the Board of every company shall ensure that the company spends, in every financial year, at least two percent of the average net profits made by the company during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. The details of eligibility, net profit calculation and use of funds will be as set out in the Companies Act, 2013 or Rules made thereunder and subsequent amendments / clarifications/ circulars/ notifications

Definitions;

1. "Act" means the Companies Act, 2013
2. "Corporate Social Responsibility (CSR)" means and includes but is not limited to:-
 - i. Projects or programs relating to activities specified in Schedule VII to the Act; or
 - ii. Projects or programs relating to activities undertaken by the Board of Directors of the company (Board) in pursuance of recommendations of the CSR committee of the Board as per the declared CSR Policy of the company subject to the condition that such policy will cover subjects enumerated in Schedule VII of the Act.
3. "CSR Committee" means the Corporate Social Responsibility Committee of the Board referred to in Section 135 of the Act.
4. "CSR Expenditure" shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee but does not include any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Act.
5. "CSR Policy" relates to activities to be undertaken by the company as specified in Schedule VII to the Act and the expenditure thereon, excluding activities undertaken in pursuance of normal course of business of the company.
6. "Net Profit" means the net profit of the company as per its financial statements prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely;
 - i. any profit arising from any overseas branch or branches of the company, whether operated as a separate company or otherwise; and
 - ii. any dividend received from other companies in India, which are covered under and complying with the provisions of the section 135 of the Act



7. "Average Net Profit" shall be calculated in accordance with the provisions of Section 198 of the Act.

The broad CSR activities that can be considered for projects or programs are listed in the Schedule VII to the Companies Act, 2013 and are outlined below:

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the 'Swach Bharat Kosh' set-up by the Central Government for promotion of sanitation and making available safe drinking water;³
2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled, and livelihood enhancement projects;
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
5. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
6. Measures for the benefit of armed forces veterans, war widows and their dependents,
7. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
8. Contribution to the Prime Minister's National Relief Fund or [or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
9. Contribution to incubators funded by Central Government or State Government or any agency or Public Sector Undertaking of Central Government or State Government, and contributions to public funded Universities, Indian Institute of Technology (IITs), National Laboratories and Autonomous Bodies (established under the auspices of Indian Council of Agricultural Research (ICAR), Indian Council of Medical Research (ICMR), Council of Scientific and Industrial Research (CSIR), Department of Atomic Energy (DAE), Defence Research and Development Organisation (DRDO), Department of Biotechnology (DBT), Department of Science and Technology (DST), Ministry of Electronics and Information Technology) engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs)
10. Rural development projects.
11. Slum Area Development ('slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force).



12. Disaster management including relief, rehabilitation and reconstruction activities
13. Undertake research and development activity of new vaccine, drugs and medical devices related to COVID-19 for financial years 2020-21, 2021-22, 2022-23 subject to the conditions that-
 - (a) Such research and development activities shall be carried out in collaboration with any of the institutes or organisations mentioned in item (ix) of Schedule VII to the Act;
 - (b) Details of such activity shall be disclosed separately in the Annual report on CSR included in the Board's Report;
14. Undertaking training of Indian Sports Personnel representing any State or Union Territory at National Level or India at international level
15. Such other matters as may be notified by Ministry of Corporate affairs.

The CSR activities that the company finalizes as area of future work need to be aligned to the above activities allowed by the law.

Additionally:

- The CSR activity shall be undertaken by the company as projects or programs or activities (either new or ongoing), excluding activities undertaken in pursuance of its normal course of business.
- Only projects or programs or activities undertaken in India shall amount to CSR expenditure
- The company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR activities.
- CSR projects or programs or activities that benefit only employees of the company and their families shall not be considered as CSR activities.
- Contribution of any amount directly or indirectly to any political party shall not be considered as CSR activity.
- The company may build CSR capacities of its own personnel as well as those of its Implementing agencies through Institutions with established track records of at least three financial years but such expenditure including expenditure on administrative overheads, shall not exceed five percent of total CSR expenditure of the company in one financial year.
- Expenses incurred by the company for the fulfilment of any Act/ Statute or Regulations (such as Labour Laws, Land Acquisition Act etc.) would not count as CSR expenditure under the Companies Act.
- One-off events such as marathons/ awards/ charitable contribution/ advertisement/ sponsorships of TV programmes etc. would not be qualified as part of CSR expenditure.
- The surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.



Annexure 'B'

SBICAP Ventures Limited

Corporate Social Responsibility (CSR) Association Form

A] Organisation Details:

Contact Details		
1	Name of organization	
2	Address for Correspondence	
3	Telephone Number(s)	
4	Website	
5	Founder of organization	
6	Head of the Organization	
	Mobile Number	
	e-Mail	
7	Contact person	
	Mobile Number	
	E-Mail	
Registration Details		
1	Whether registered or not?	
	If Yes, under what Act?	
	Registration Number	
	Registration Date	
2	PAN No.	
3	12A Certificate	
4	80 G certificate	
5	FCRA Registration no.	
References		



Bank details		
1	Account name	
2	Bank name	
3	Bank address	
4	Account No.	
5	MICR	
6	IFS Code	
7	Type of account	

B] Organisation's Work Profile

Background Details (Work done so far)		
1	Vision of organization	
2	Mission	
3	Geographic area	
4	Details of work	
5	Impact achieved	
6	Team size	



Details of completed grants	
1	No. of grants successfully completed
2	Names of Donors
3	Total grant amount
Details of ongoing grants	
1	No. of ongoing grants
2	Names of Donors
3	Total grant amount
Details of Government awarded grants & Individual donors	
1	Grant received from government
2	State Government
3	Central Government
4	Grant received from Individual donors
Accounting Practices, Audits	
1	Accounting practices and Audits in place <i>(Yes/No)</i>
2	Audit reports for last 3 years <i>(Available/Not Available)</i>
Awards/Achievements/Recognition	
1	Awards/Recognitions received so far



C] Proposed Intervention

Detailed Proposal to SBICAP Ventures Limited		
1	Program Title	
2	Program Period From:	
	To:	
3	Goal	
4	Targets	
5	Geographical area of work	
6	Program Context	
7	Uniqueness	
8	Need for Financial Support?	
9	Value of the Financial Support	
10	Program Monitoring & Evaluation	

D] Proposed Budget

Financial details		
1	Budget	
2	Other Funders	

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF SBICAP VENTURES LIMITED FOR THE YEAR ENDED 31 MARCH 2022

The preparation of financial statement of SBICAP Ventures Limited for the year ended 31 March 2022 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the Company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143 (10) of the Act. This is stated to have been done by them vide their Audit report dated 12 April 2022.

The assets under management through various schemes managed by SBICAP Ventures Limited are not reflected in its Balance Sheet, since these assets do not form part of the SBICAP Ventures Limited. Therefore, I do not look into operation of these schemes including decision making regarding acquisition, management and disposal of the assets managed by SBICAP Ventures Limited and express no opinion on the soundness of the investments.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of SBICAP Ventures Limited for the year ended 31st March 2022 under section 143(6)(a) of the Act. This Supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors' report under section 143(6)(b) of the Act.

**For and on behalf of the
Comptroller & Auditor General of India**

Sd/-
(P.V. Hari Krishna)
Principal Director of Audit (Shipping), Mumbai

Place: Mumbai
Date : 27.06.2022



KPMR & CO

Chartered Accountants

203-A, Center Point Building, 100, Dr. Babasaheb Ambedkar Road,
Opp. Bharatmata Theater, Lalbaug, Parel, Mumbai - 400012.

Independent Auditor's Report

To the Members of **SBICAP VENTURES LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying IndAS financial statements of **SBICAP VENTURES LIMITED** ("the Company"), which comprise the Balance Sheet as at **31st March 2022**, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "IndAS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid IndAS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2022 and its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of IndAS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* 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 (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the IndAS Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the IndAS financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the IndAS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the IndAS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the IndAS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we will read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.





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Responsibilities of Management and Those Charged with Governance for the IndAS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these IndAS financial statements that give a true and fair view of the financial position and financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and accounting principles generally accepted in India.

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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is 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 management 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements 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 these financial statements.

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 financial statements, 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.





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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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 Company's ability 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 financial statements 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid IndAS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).





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- (e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and according to information and explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a. The Company has disclosed the impact of pending litigations on its financial position under Note 27 in its IndAS financial statements.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses, as required under the applicable law or accounting standards.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company as on 31.03.2022.

- d. (i) On the basis of management representation received, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) On the basis of management representation received, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and





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(iii) On the basis information and explanations given to us and based on our audit procedures, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

e. The company has not declared or paid any dividend during the year.

(i) As required by Section 143(5) of the Companies Act, 2013 we give in "Annexure C" our comments on the directions issued by the Comptroller and Auditor General of India.

For KPMR & Co.
Chartered Accountants
FRN: 104497W

Pravesh Dangaich

Pravesh Dangaich
Partner
Membership No. : 154813
UDIN : 22154813AGYANZ2914

Place : Mumbai
Date : 12th April, 2022





KPMR & CO

Chartered Accountants

203-A, Center Point Building, 100, Dr. Babasaheb Ambedkar Road,
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"Annexure A" to Independent Auditor's Report

Referred to in paragraph 1 under the heading "Report on Other Legal and regulatory Requirements" of our Report of even date to the IndAS financial statements of the company for the year ended March 31, 2022

(i) Fixed Assets:

a. (A) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(B) The company does not have any intangible asset during the year so this clause is not applicable.

b. The company has a regular programme of physical verification of its Property, Plant and Equipment by which the assets have been physically verified during the year by the management. According to the information and explanations given to us, no material discrepancies were noticed on such verification;

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not own any immovable properties (other than properties where company is the lessee and the lease agreements are duly executed in favour of the lessee) during the year, hence reporting under this clause not applicable.

d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment (including Right of Use Assets) or intangible assets or both during the year hence this clause is not applicable.

e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) In Respect of Inventories and Working Capital limits:

a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not hold any inventory during the year hence this clause is not applicable.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been sanctioned any working capital limits in excess of Rupees five crores hence this clause is not applicable.

(iii) The company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies,





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Chartered Accountants

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Opp. Bharatmata Theater, Lalbaug, Parel, Mumbai - 400012.

firms, Limited liability partnerships or any other parties. Hence, sub-clause (a) to (f) of clause (iii) of the order is not applicable.

(iv) The company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.

(v) The company has not accepted any deposits from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder.

(vi) Maintenance of Cost records have not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act.

(vii) Statutory Dues

- a. According to information and explanation given to us and on the basis of our examination of the books of accounts and records, the Company is generally regular, wherever applicable, in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Services Tax, Custom Duty and any other material statutory dues with the appropriate authorities. There were no arrears as on 31st March 2022 for a period of more than six months from the date they became payable.
- b. According to the information and explanation given to us, there are no material dues of Income Tax, Goods and Service Tax, and any other material statutory dues which have not been deposited with the appropriate authorities on account of any disputes. However, according to information and explanation given to us, the following dues of Income Tax have not been deposited by the company on account of disputes: -

S.No.	Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
1	Income Tax Act, 1961	Income Tax	59,15,440	A.Y. 2020-21	Commissioner of Income Tax (Appeals)

(viii) In our opinion and according to the information and explanations given to us, the company have not surrendered or disclosed any income during the year in the tax assessments under the Income Tax Act, 1961. Hence this clause is not applicable.

(ix) Borrowings

- a. In our opinion and according to the information and explanations given to us, the company does not have any fund based loans or borrowings during the year. Hence question of default does not arise.



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- b. In our opinion and according to the information and explanations given to us, the company is not declared as wilful defaulter by any bank or financial institution or other lender.
- c. In our opinion and according to the information and explanations given to us, the company has not availed any term loan during the year and does not have any outstanding term loan at the beginning of the year. Hence this clause is not applicable.
- d. In our opinion and according to the information and explanations given to us, the company does not raise any funds on short-term basis during the year. Hence reporting under this clause is not applicable.
- e. In our opinion and according to the information and explanations given to us, the company does not have any subsidiaries, associates or joint ventures during the year, hence this reporting under this clause is not applicable.
- f. In our opinion and according to the information and explanations given to us, the company does not have any subsidiaries, associates or joint ventures during the year, hence this reporting under this clause is not applicable.
- (x) **Public offer and Share Allotment**
- a. In our opinion and according to the information and explanations given to us, the company has not raised any money by way of initial public offer or further public offer during the year, hence reporting under this clause is not applicable.
- b. In our opinion and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year, hence reporting under this clause is not applicable.
- (xi)
- a. In our opinion and according to the information and explanations given to us, there are no cases of any fraud by the company or any fraud on the company has been noticed or reported during the year.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 with the Central Government.
- c. On the basis of information and explanations given to us, there are no whistle-blower complaints received during the year.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company hence reporting under sub-clauses (a) to (c) of clause (xi) of the order is not applicable.





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(xiii) The company has complied with sections 177 and 188 of the Companies Act, 2013 and with the applicable Accounting Standards and has disclosed accordingly in the financial statements.

(xiv)

- a. In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports of the Company issued till date, for the period under audit.

(xv) According to the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company.

(xvi)

- a. In our opinion and based on information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b. In our opinion and based on information and explanations given to us, the company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
- c. In our opinion and based on information and explanations given to us, the company is not a Core Investment Company (CIC) as per the Reserve Bank of India regulations. Hence sub-clause (c) and (d) of clause (xvi) is not applicable.

(xvii) In our opinion and based on information and explanations given to us, the company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of statutory auditors during the year and accordingly this clause is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.





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(xx)

- a. In our opinion and as per information and explanations given to us, in respect of other than ongoing project, there are no unspent amount outstanding which are required to transferred to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section 135 of the Act.
- b. In our opinion and as per information and explanations given to us, there are no amount remaining unspent under sub-section (5) of Section 135 of the Companies Act, pursuant to any ongoing project.

(xxi) In our opinion and as per information and explanations given to us, the company is not required to prepare consolidated financial statements, hence reporting under this clause is not applicable.

For KPMR & Co.
Chartered Accountants
FRN: 104497W

Pravesh Dangaich
Partner
Membership No. : 154813
UDIN : 22154813AGYAN22914



Place : Mumbai
Date : 12th April, 2022



KPMR & CO

Chartered Accountants

203-A, Center Point Building, 100, Dr. Babasaheb Ambedkar Road,
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"Annexure B" to the Independent Auditor's Report

Referred to in paragraph 2(f) under the heading "Report on Other Legal and regulatory Requirements" of our Report of even date to the IndAS financial statements of the company for the year ended March 31, 2022

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SBICAP VENTURES LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the IndAS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the





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transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **KPMR & Co.**

Chartered Accountants

FRN: 104497W


Praveesh Dangaich
Partner

Membership No. : 154813

UDIN : 22154813AGYANZ2914

Place : Mumbai

Date : 12th April, 2022





KPMR & CO

Chartered Accountants


203-A, Center Point Building, 100, Dr. Babasaheb Ambedkar Road,
Opp. Bharatmata Theater, Lalbaug, Parel, Mumbai - 400012.

"Annexure C" to the Independent Auditor's Report

Referred to in paragraph 2(i) under the heading "Report on Other Legal and regulatory Requirements" of our Report of even date to the IndAS financial statements of the company for the year ended March 31, 2022 on Directions issued by the Comptroller and Auditor General of India under section 143(5) of Companies Act, 2013

1. Whether the Company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.
 - > According to the information and explanations given to us and based on our examination of the records of the Company, the Company has system in place to process all the accounting transactions through IT system. There is no processing of accounting transactions outside the IT system.
2. Whether there is any restructuring of an existing loan or cases of waiver/write-off of debts/loans/interest etc. made by a lender to the Company due to the Company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for? (In case, lender is a Government Company, then this direction is also applicable for statutory auditor of lender Company).
 - > The company does not have any loans during the year, so question of restructuring / waiver / write off does not arise.
3. Whether funds (grants/subsidy etc.) received/receivable for specific schemes from Central/ State Government or its agencies were properly accounted for/utilized as per its term and conditions? List the cases of deviation.
 - > According to the information and explanations given to us and based on our examination of the records of the Company, no funds have been received / receivable for specific schemes from central / state agencies.
4. RBI provided a window (vide circular dated 6 August 2020) under the prudential framework to implement a resolution plan to borrowers having stress on account of Covid 19, as per which existing loans can be restructured without downgrading the asset classification. Are there any cases of restructuring involving the new provisions and if so, are they in compliance with the RBI circular?
 - > According to the information and explanations given to us and based on our examination of the records of the Company, the company is not engaged any providing any loans during the year and hence the question of restructuring does not arise.

For KPMR & Co.
Chartered Accountants
FRN: 104497W


Pravesh Dangaich
Partner
Membership No. : 154813
UDIN : 22154813AGYAN22914
Place : Mumbai
Date : 12th April, 2022



SBICAP Ventures Limited
Balance sheet as at 31st March 2022

(Rs in Lakhs)

Particulars	Note No	As at 31st March 2022	As at 31st March 2021
ASSETS			
Financial Assets			
Cash and cash equivalents	2	36	50
Bank balance other than above	2	3,990	3,779
Receivables			
Trade Receivables	3	49	193
Other Receivable	3	101	-
Investments	4	12,208	8,737
Other Financial assets	5	116	117
Total Financial Assets		16,500	12,876
Non-financial Assets			
Property, Plant and Equipment	9	284	29
Right-of-use assets	9	531	865
Capital work in progress		-	178
Other non-financial assets	8	32	19
Total Non - Financial Assets		847	1,091
TOTAL ASSETS		17,347	13,967
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Trade Payables	10	3	250
Other financial liabilities	10	553	872
Total Financial Liabilities		556	1,122
Non-Financial Liabilities			
Current tax Liabilities(Net)	7	6	21
Deferred tax Liabilities (Net)	6	456	288
Provisions	11	990	542
Other non-financial liabilities	12	150	15
Total Non-Financial Liabilities		1,602	866
EQUITY			
Equity Share capital	13	6,038	6,038
Other Equity	14	9,151	5,941
Total Equity		15,189	11,979
TOTAL LIABILITIES AND EQUITY		17,347	13,967
Significant Accounting Policies	1		

The accompanying notes are an integral part of these financial statements

As per our attached Report of even date

For K P M R & Co
Chartered Accountants
(FRN : 804497W)

Pravesh Dangaich
(Partner)
Membership No. 154812
UDIN:

22154813AGYANZ7914

Place : Mumbai
Date : 12th April 2022

For and on behalf of the Board
SBICAP Ventures Limited

Suresh Kozhikote
(MD & CEO)
DIN:08183787

Sweta Agrawal
(COO & CFO)

Nares Yadav
(Director)
DIN:08590165

Ankita Shrivastav
(CS)



SBICAP Ventures Limited

Statement of Profit and Loss for the year ended 31st March, 2022

(Rs in Lakhs)

Particulars	Note No	For the year ended 31st March 2022	For the year ended 31st March 2021
Revenue from operations			
Fees and Commission Income	15	7,948	6,668
Net gain on fair value changes	16	789	1,198
Total Revenue from Operations		8,737	7,866
Other Income	17	438	111
Total Income		9,175	7,977
Expenses			
Finance Costs	18	48	21
Employee Benefits Expense	19	3,287	2,088
Depreciation and Amortisation	20	455	128
Net loss on fair value changes	16	-	-
Other expenses	21	965	663
Total Expenses		4,755	2,900
Profit/(loss) before tax		4,420	5,077
Tax Expense:			
(1) Current Tax	22	1,024	1,087
(2) Deferred Tax	22	168	286
Total tax expense		1,192	1,373
Profit/(loss) after tax for the period		3,228	3,704
Other Comprehensive Income			
Actuarial losses on defined benefit plan		(18)	(10)
Other comprehensive income for the period, net of tax		(18)	(10)
Total comprehensive income for the period, net of tax		3,210	3,694
Earnings per Equity share (in Rupees)			
Basic (Face Value of Rs 10 each)	23	5.32	6.12
Diluted (Face Value of Rs 10 each)		5.32	6.12

The accompanying notes are an integral part of these financial statements.

As per our attached Report of even date

For K P M R & Co
Chartered Accountants
(FRN : 04497W)

Pravesh Dangaich
(Partner)
Membership No. 154813
UDIN:

22154213AGYANZ3919

Place : Mumbai
Date : 12th April 2022



For and on behalf of the Board
SBICAP Ventures Limited

Suresh Kozhikote
(MD & CEO)
DIN:08183787

Shweta Agrawal
(COO & CFO)

Naresh Yadav
(Director)
DIN:08590165

Ankita Shrivastav
(CS)



SBICAP Ventures Limited
Statement of Cash Flows for the year ended 31st March 2022

(Rs in Lakhs)

Particulars	31st Mar 2022	31st Mar 2021
A. Cash Flow From Operating Activities		
Net Profit/(Loss) before Taxation	4,420	5,077
Adjustment for :		
Depreciation	455	128
Short Term Capital Gain on Sale of Mutual Fund Units	(25)	(56)
Changes in Fair Value of Financial Assets through FVTPL	(764)	(1,142)
Asset Written off	-	34
Interest Income	(173)	(111)
Operating Profit / (Loss) before Working Capital Changes	3,912	3,930
(Increase)/Decrease in Financial Assets	1	(83)
(Increase)/Decrease in Non Financial Assets	(28)	(14)
(Increase)/Decrease in Trade Receivables	145	(19)
(Increase)/Decrease in Other Receivables	(101)	-
Increase/(Decrease) in Other non Financial Liabilities	566	281
Increase/(Decrease) in Financial Liabilities	(247)	231
Increase/(Decrease) in Other accounts held with Bank	(73)	-
Leasehold Adjustments arising due to IND AS implementation	(319)	(103)
Cash generated from operations		
Tax paid during the period	(1,024)	(1,089)
Net Cash From Operating Activities	2,831	3,134
B. Cash Flow From Investment Activities		
Investment in Alternative Investment Funds	(1,562)	(565)
(Increase)/Decrease in MF Investments	(1,146)	1,219
Maturity/ (Investment) in FDs	(138)	(3,779)
Interest Income	173	111
Short Term Capital Gain on Sale of Mutual Fund Units	25	56
Capital WIP	-	(178)
Sale of Assets	2	2
Purchase of Assets	(200)	(28)
Net Cash From Investing Activities	(2,846)	(3,162)
C. Cash Flow From Financing Activities		
Proceeds from issue of shares	-	-
Net Cash From Financing Activities	-	-
Net Increase (Decrease) in Cash and cash equivalent	(14)	(28)
Cash and cash equivalent (Opening Balance)	50	78
Cash and cash equivalent (Closing Balance)	36	50
Notes:		
1) Cash and cash equivalents include:		
Cash on hand	0	0
Balances with banks in current accounts	36	50
	36	50

The cash flow statement has been prepared under the "Indirect method" as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.

The accompanying notes are an integral part of these financial statements.

As per our attached Report of even date:

For K P M R & Co
Chartered Accountants
(FRN - 100497W)

Praveen Durgach
(Partner)
Membership No. 154813
UDIN:

22154213A4YAN27914

Place : Mumbai
Date : 12th April 2022



For and on behalf of the Board
SBICAP Ventures Limited

Suresh Kozhikote
(MD & CEO)
DIN:08183787

Shweta Agrawal
(COO & CFO)

Naresh Yadav
(Director)
DIN:08590165

Ankita Shrivastav
(CS)



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

Company Overview

SBICAP Ventures Limited (hereinafter referred to as "the Company") is a unlisted public limited company domiciled in India and incorporated under the provisions of the Companies Act, applicable in India. The registered office address of the Company is No. 202, Maker Tower, 'E', 20th Floor, Cuffe Parade, Colaba, Mumbai-400005. The corporate office of the Company is located at 12th floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel (East) Mumbai - 400 013, India.

The Company is providing services of fund manager to Neev fund, SVL SME Fund, SWAMIH Investment Fund I, Self-Reliant India Fund and UK India Development Corporation Fund.

The Company is a wholly owned subsidiary of SBI Capital Markets Limited.

1. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These accounting policies have been consistently applied to all the years presented by the Company unless otherwise stated.

A. Basis of Preparation and Recent Accounting Developments

i. Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standards (hereinafter referred to as "Ind AS") under the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The Company is covered under definition of NBFCs as per MCA notification dated 30th March 2016. Therefore, the financial statements have been prepared as per format prescribed by MCA for Non-Banking Financial Companies.

ii. Basis of measurement

The financial statements have been prepared on historical cost basis except the following

- certain financial instruments that are measured at fair value;
- defined benefit plans- plan assets measured at fair value;

B. Summary of significant accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current /non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting date, or



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and services offered by the Company, operating cycle determined is 12 months for the purpose of current and non-current classification of assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

b. Foreign Currencies

The Company's financial statements are presented in INR, which is also the Company's functional currency. The amounts have been rounded off to nearest lakhs as per the requirement of schedule III unless otherwise stated.

Transaction and balances

Transactions in foreign currencies are initially recorded by the Company in their functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting period.

Exchange differences arising on the settlement of monetary items or on translating monetary items are recognized in profit or loss except

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

c. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of trade allowances, rebates, cash discount and amounts collected on behalf of third parties.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

• Fee based Income

Management Fees are accrued and recognized based on respective agreements entered into with each fund.

• Interest Income

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable which is the rate which exactly discounts estimated future cash receipts through the expected life of financial assets to that asset's net carrying amount on initial recognition.

• Dividend Income

Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

• Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

d. Property, Plant and Equipment

All items of property, plant and equipment are initially recorded at cost. Such cost includes the cost of replaced part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The cost of an item of property, plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Subsequent to recognition, property, plant and equipment (excluding freehold land) are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognize such parts as individual assets with specific useful lives and depreciation, respectively. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and useful lives.

Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over the useful lives, using the depreciation method mentioned in table below. Management believes based on a technical evaluation that the useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Description of Asset	Useful lives estimated by the management (years)	Depreciation Method
Computers and mobiles	3	SLM
Office Equipment (other than mobile phones)	5	SLM
Electrical fittings	10	SLM
Furniture & Fixtures	10	SLM
Plant & Machinery	15	SLM
Plant & Machinery (Electric fittings)	8	SLM

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in financial statements.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2017 measured as per the Previous GAAP as the deemed cost of the property, plant and equipment.

e. Taxation

Current taxes

Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity respectively. Current income tax is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Company offsets, on a year to year basis, the current tax assets and liabilities, where it has legally enforceable right to do so and where it intends to settle such assets and liabilities on a net basis.

Deferred taxes

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax relating to items recognised outside the profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity)

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

f. Fair Value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to settle a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

g. Impairment of Non-Financial Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets that have an indefinite useful life and which are not subject to amortization are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit or loss.

h. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

a) Initial recognition and measurement

All financial assets are recognised initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit or loss are expensed in profit or loss. Investments are recognised on the transaction date, which is the date on which the Company enters into the transaction.

b) Subsequent measurement

Debt Instruments at amortised cost:

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate method. A gain or loss on a debt



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

instrument that is subsequently measured at amortised cost is recognized in profit or loss when the asset is derecognised or impaired.

Debt instrument at Fair Value through Other Comprehensive Income (OCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate method. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income and impairment gains or losses in the statement of profit and loss. On derecognition of the asset, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit and loss.

Debt instrument at Fair Value through Profit or Loss (FVTPL)

A financial asset which does not meet the criteria for categorization as at amortized cost or as fair value through other comprehensive income is classified as fair value through profit or loss. Debt instruments subsequently measured at fair value through profit or loss are measured at fair value with all changes recognized in the statement of profit and loss.

Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Dividends from such investments are recognized in profit or loss as other income. There is no recycling of the amounts from OCI to Profit and Loss, even on sale/derecognition of equity instrument. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments subsequently measured at fair value through profit or loss are measured at fair value with all changes recognized in the statement of profit and loss.

Investment in subsidiaries, associates and joint ventures is carried at previous GAAP carrying cost in the financial statements.

c) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the company balance sheet) when:

The rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

d) Impairment of financial assets

The Company recognizes impairment loss by applying the expected credit loss (ECL) model on the financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual right to receive cash or other financial asset and financial guarantee not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 months expected credit losses.

For trade receivables or any contractual right to receive cash or another financial assets that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company applies 'simplified approach' permitted by Ind AS 109 Financial Instruments. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

Financial Liabilities

a) Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

b) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortised cost

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. Such amortisation is included as finance costs in the statement of profit and loss.

c) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

i. Leases

Company as a Lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone prices of the lease component and the aggregate stand-alone price of the non-lease components.



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

In accordance with the standard, the Company has elected not to apply the requirements of Ind AS 116 to short-term leases and leases for which the underlying asset is of low value. Lease payments for short term leases and leases for which the underlying asset is of low value are recognized as an expense on a straight- line basis over the lease term in the statement of profit or loss.

Company as a Lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight- line basis over the lease term.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue to allocate the consideration in the contract.

J. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets that necessarily takes a substantial period of time to get ready for their intended use or sale are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

k. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

l. Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

m. Provisions

Provisions are recognised when the Company has a present obligation, legal or constructive, as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

n. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Payments in respect of such liabilities, if any are shown as advances.

o. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- weighted average number of equity shares that would have been outstanding assuming the conversion of all the dilutive potential equity.

p. Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), and highly liquid time deposits that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

q. Employee Benefits

- Post-employment obligations

The Company operates the following post-employment schemes:

- I. Defined benefit plans -Gratuity

Defined benefit plan - Gratuity Obligations

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972.

The Company's net obligation in respect of the defined benefit plan is calculated by estimating the amount of future benefit that employee has earned in exchange of their service in the current and prior periods and discounted back to the current valuation date to arrive at the present value of the defined benefit obligation. The defined benefit obligation is deducted from the fair value of plan assets, to arrive at the net asset / (liability), which need to be provided for in the books of accounts of the Company.

As required by the Ind AS19, the discount rate used to arrive at the present value of the defined benefit obligations is based on the Indian government security yields prevailing as at the balance sheet date that have maturity date equivalent to the tenure of the obligation.

The calculation is performed by a qualified actuary using the projected unit credit method.

Remeasurements arising from defined benefit plans comprises of actuarial gains and losses on benefit obligations. The Company recognizes these items of remeasurements immediately in other comprehensive income and all the other expenses related to defined benefit plans as employee benefit expenses in their profit and loss account.

When the benefits of the plan are changed, or when a plan is curtailed or settlement occurs, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment or settlement, is recognized immediately in the profit or loss account when the plan amendment or when a curtailment or settlement occurs.

1.1 Critical Accounting Judgements and Estimates

The preparation of financial statements in conformity with Ind AS requires judgements, estimates and assumptions to be made that affect the reported amount of assets, liabilities, revenue, expenses, accompanying disclosures and the disclosures of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results could differ from those estimates. These estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future period.

Application of accounting policies that require critical accounting estimates and the use of assumptions in the financial statements are as follows:

- Defined benefit plans



SBICAP VENTURES LIMITED

Notes to financial statements for the year ended March 31, 2022

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Actuarial valuation is made on yearly basis .

• Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.



SBICAP Ventures Limited
STATEMENT OF CHANGES IN EQUITY

(Rs in Lakhs)

A. Equity Share Capital

(1) Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
60.38	0	6.038	-	6.038

(2) Previous Reporting Period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
66.38	0	6.038	-	6.038

B. Other Equity

(1) Current Reporting Period

	Reserves and Surplus										Total		
	Share application money pending allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings	Debt Instruments through Other Comprehensive Income	Equity instrument through Other Comprehensive Income	Effective portion of cash flow Hedges	Revaluation Surplus		Exchange differences on translating the financial statements of a foreign operation	Other Comprehensive Income (specify nature)
Balance at beginning of the current reporting period	0	0	94	0	0	5,865	0	0	0	0	-18	0	5941
Changes in accounting policy/prior period errors													
Restated balance at the beginning of the current reporting period													
Total Comprehensive Income for the current year													
Dividends													
Transfer to retained earnings													
Any other change (to be specified)													
Balance at the end of the current reporting period	0	0	94	0	0	9,893	0	0	0	0	-36	0	9151



SBICAP Ventures Limited
STATEMENT OF CHANGES IN EQUITY
(2) Previous reporting period

(Rs in Lakhs)

	Reserves and Surplus			Equity Instruments				Revaluation on Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Comprehensive Income (specify nature)	Money received against share warrants
	Capital Reserve	Securities Premium	Other Reserves (Specify nature)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges				
Balance at beginning of the previous reporting period	94		2,161						(8)		2,247
Changes in accounting policy/ prior period errors											0
Restated balance at the beginning of the previous reporting period											0
Total Comprehensive Income for the previous year											0
Dividends											0
Transfer to retained earnings				3,704							0
Any other change (to be specified)											3,694
Balance at the end of the previous reporting period	94		5,865								5,941

The accompanying notes are an integral part of these financial statements

As per our attached Audit Report of even date

For K P M R & Co.
 Chartered Accountants
 (FRN : 104497W)

For and on behalf of the Board
 SBICAP Ventures Limited

Pravesh Dangich
 Partner
 Membership No. 154497W
 UDIN: 22154813154497W

Suresh Koshikote
 (MD & CEO)
 DIN: 08183782

Suresh Padav
 (Director)
 DIN: 08590165

Shweta Agrawal
 (COO & CFO)

Ankita Shirvastav
 (CS)



Place: Mumbai
 Date: 12th April 2022

SBICAP Ventures Limited

Notes to financial statements for the year ended 31st March, 2022

(Rs in Lakhs)

31st Mar 2022 As at 31st Mar 2021

Note 2-Cash and Cash equivalents

(a) Cash and Cash equivalents

Balances with banks		
- In current accounts	36	50
- In Fixed Deposits (Maturity less than 3 months)	-	-
Cash on hand	0	0
Total	36	50

(b) Bank balance other than (a) above

Deposits -maturity more than 3 months	3,917	3,779
Balances with bank in current accounts	73	-
Total	3,990	3,779
Total	4,026	3,829

Of above bank deposits, Rs 505 lakhs are placed as security against Bank guarantees

Note 3-Receivables

Trade Receivables	49	193
Receivable from related parties	-	-
Less : Allowance for doubtful debts	-	-
Total	49	193

Break up of security details

Secured, considered good	-	-
Unsecured, considered good	49	193
Doubtful	-	-
Total	49	193
Less : Allowance for doubtful debts	-	-
Total Trade Receivables	49	193

Other Receivables

Other Receivables	101	-
Total Other Receivables	101	-

Refer Note 33 From Notes to Accounts

Note 4-Investments

(a) Investment in Equity instruments

Quoted		
Unquoted (At FVTPL)	0	0
Total	0	0

(b) Investments in Mutual funds

- Quoted (At FVTPL)	1,676	514
- Unquoted	-	-
Total	1,676	514

(c) Other non-current investments(AIF and Trusts)

- Quoted	-	-
- Unquoted (At FVTPL)	10,532	8,223
Total	10,532	8,223
Total	12,208	8,737



The Company has valued its investments at FVTPL. None of its investment are valued at amortised cost or FVTOCI

SBICAP Ventures Limited

Notes to financial statements for the year ended 31st March, 2022

	(Rs in Lakhs)	
	As at	
	31st Mar 2022	31st Mar 2021
Note 5-Other Financial Assets		
Accrued Interest	106	97
Other Recievables	1	1
Advance for Expenses	7	-
Security deposits	2	19
Total	116	117
Note 6-Deferred Tax (Liability)/Asset		
Deferred Tax (Liability)/Asset		
- Fair value of Investments	(483)	(290)
Lease Asset Creation	4	2
Depreciation	23	-
Total	(456)	(288)
Note 7-Current Tax Asset/ (Liabilities) (Net)		
Advance tax and TDS	2,474	1,529
Provision for tax	(2,480)	(1,550)
Total	(6)	(21)
Note 8-Other Non-Financial assets		
Prepaid Expenses	32	19
Total	32	19



SBICAP Ventures Limited

Notes to financial statements for the year ended 31st March, 2022

Note 9 - Property, plant and equipment

Particulars	(Rs in Lakhs)						Total
	Computers	Office Equipments *	Furniture & Fixtures	Leasehold Renovation	Right of Use Assets		
Opening Gross carrying amount	43	7	-	-	975		1,025
Additions	50	46	15	267	-		378
Disposals	(3)	(0)	-	-	-		(3)
Write Offs							-
Closing Gross carrying amount	90	53	15	267	975		1,400
Accumulated depreciation	20	1	-	-	110		131
Depreciation charge for the period	25	10	1	86	334		456
Disposals	(1)	(1)					(2)
Write Offs							-
Closing Accumulated depreciation	44	10	1	86	444		585
Net Carrying Amount	46	43	14	181	531		815
Net carrying amount as at March 31,2021	23	6	-	-	865		894
Net carrying amount as at March 31,2022	46	43	14	181	531		815

* The Fixed asset category of Plant & Machinery has been reclassified under Office Equipments based on the nature of the asset
The Company does not have any Intangible assets and Capital WIP as on 31st March, 2022



SBICAP Ventures Limited
Notes to financial statements for the year ended 31st March, 2022

(Rs in Lakhs)

As at
31st Mar 2022 31st Mar 2021

FINANCIAL LIABILITIES

Note 10-Other financial liabilities

Outstanding liabilities	3	250
Lease Liabilities	553	872
Total	556	1,122

Refer Note 34 From Notes to Accounts

NON-FINANCIAL LIABILITIES

Note 11-Provisions

Provision for gratuity	127	56
Provision for employee benefits	722	478
Provision for expenses	141	8
Total	990	542

Of the above Provision for gratuity, Current Liability is Rs 1.7 lakhs (previous year Rs 0.2 lakhs as on 31st Mar 2021) and Non-current liability Rs 125.7 lakhs (Previous year 56.1 lakhs as on 31st March 2021)

Note 12-Other non-financial liabilities

Statutory Liabilities Payable	77	15
Others	73	-
Total	150	15

Note 13 - Share capital

Equity share capital

Authorised share capital

	No. of shares	Rs in lakhs
As at April 1, 2021	10,00,00,000	10,000
Increase (decrease) during the year	-	-
As at March 31, 2022	10,00,00,000	10,000

Issued equity capital

Equity shares of INR 10 each issued, subscribed and fully paid

	No. of shares	Rs in lakhs
As at April 1, 2021	6,03,77,917	6,038
Changes during the year	-	-
As at March 31, 2022	6,03,77,917	6,038

Terms/ rights attached to equity shares

The Company has only one class of shares referred to as equity shares. Each holder of equity shares is entitled to one vote per share.

Shares of the Company held by Holding Company

100% of the shares are held by SBI Capital Markets Ltd. & its nominees

Refer Note 35 & 36 From Notes to Accounts

Note 14 - Other Equity

(Rs in Lakhs)

Particulars	Retained earnings	Capital redemption reserve*	Total
Balance as at April 1, 2020	2,153	94	2,247
Profit for the year	3,704	-	3,704
Other comprehensive income for the year	(10)	-	(10)
Closing Balance as at March 31, 2021	5,847	94	5,941
Balance as at April 1, 2021	5,847	94	5,941
Profit for the year	3,228	-	3,228
Other comprehensive income for the year	(18)	-	18
Other Adjustments	-	-	-
Closing Balance as at March 31, 2022	9,057	94	9,151

*Capital Redemption reserve has been created on buyback of shares.



SBICAP Ventures Limited
Notes to financial statements for the year ended 31st March, 2022

(Rs in Lakhs)
For the year ended
31st Mar 2022 **31st Mar 2021**

<u>Revenue from operations</u>		
Note 15 - Fees and Commission Income		
Management Fees	7,948	6,668
Total	<u>7,948</u>	<u>6,668</u>
Note 16 - Net gain (loss) on fair value changes		
- Instruments measured at Fair value through Profit & Loss		
Fair Value gain (loss) on MF, AIF's (Unrealised)	764	1,142
Short Term Capital Gain on sale of Mutual Fund Units (Realised)	25	56
Total	<u>789</u>	<u>1,198</u>
Note 17 - Other Income		
Interest on Bank Fixed Deposit	173	111
Reimbursement of Establishment Expenses	261	-
Other Interest Earned	0	0
Miscellaneous Income	4	-
Total	<u>438</u>	<u>111</u>
<u>Expenses</u>		
Note 18 - Finance Costs		
Interest on Lease Liabilities	48	21
Total	<u>48</u>	<u>21</u>
Note 19 - Employee Benefits Expense		
Salaries and Allowances	2,358	1,499
Incentives / Bonus (PLVP)	644	420
Gratuity	53	27
Leave Travel Expenses	20	14
Medical Expenses	11	8
Motor Car Reimbursement	22	16
Staff Welfare Expenses (including staff insurance)	52	34
Employer Contribution towards PF	122	67
Employer Lwf Share	0	-
Expenses towards PF	5	3
Total	<u>3,287</u>	<u>2,088</u>
Note 20 - Depreciation and amortisation		
Depreciation and amortisation expense	455	128
Total	<u>455</u>	<u>128</u>



SBICAP Ventures Limited
Notes to financial statements for the year ended 31st March, 2022

	(Rs in Lakhs)	
	For the year ended 31st Mar 2022	31st Mar 2021
Note 21 - Other expenses		
Rent	0	81
Audit Fees-Remuneration to Statutory Auditor	2	2
Audit Fees -Remuneration to Internal Auditor	2	2
Travelling Expenses	63	25
Legal & Professional Fees	600	386
Investee Co Support Expenses (Portfolio Mgt)	-	9
Rates and Taxes	0	1
Directors' Sitting Fees	3	3
Membership & Subscription	41	33
Internet & Telephone exp	6	6
Computer Expense	16	5
Electricity Charges	13	1
Housekeeping Expense	12	7
Asset Written Off	-	34
Repairs and Maintenance - Building & Others	43	19
CSR Expenses	39	15
General Insurance Premium	2	1
Connectivity Expenses	2	-
Royalty	74	22
GST Expenses	8	-
Prior Period Expense	0	-
Other Miscellaneous Expenses	39	12
Total	965	663

The Company has incurred Rs 716 lakhs, Rs 2112 lakhs, Rs 220 lakhs, Rs 0.09 lakhs & Rs 28 lakhs on Neev Fund, SWAMIH Investment Fund I, SVL-SME fund, UKIDCF & SRI Fund respectively in FY 2021-22 (this excludes depreciation and allocation of common expenses).

The Company has also written off NIL (Rs 34 lakhs previous year) from Fixed Assets as company has vacated old premises at 1501, Tower 1 C, One India Bulls, Prabhadevi

Note 22 - Tax Expense

Current Tax	1,024	1,056
Taxation Previous Years	-	31
Deferred Tax	168	286
Total	1,192	1,373

Reco of tax expense and accounting profit multiplied by domestic tax rate:

Accounting profit before income tax	4,092	3,932
Statutory income tax rate of 25.168% for other than LTCG	965	1,087
Statutory income tax rate of 22.88% for LTCG	59	-
Add: Deferred Tax Adjustment on account of fair valuation	168	286
At the effective income tax rate	1,192	1,373
Income tax expense reported in the statement of profit and loss	1,192	1,373

Note 23 - Earnings Per Share

Profit attributable to Equity holders of the Company	3,210	3,694
Weighted average number of Equity shares for EPS (in lakhs)	604	604
Earnings per Equity share (in Rupees)		
Basic (Face Value of Rs 10 each)	5.32	6.12
Diluted (Face Value of Rs 10 each)	5.32	6.12



SBICAP Ventures Limited
Notes to financial statements for the year ended 31st March, 2023

Note 24 - Related Party Transactions

Relationship

Disclosure of Related parties by virtue of control as per IND AS-24

Name of Related Party	Nature of Relationship
a) SBI Capital Markets Ltd. (Subsidiary of State Bank of India)	Holding Company
b) State Bank of India (Holding Company of SBI Capital Markets Ltd.)	Ultimate Holding company

List of related parties with whom transactions have taken place during the period

Name of Related Party	Nature of Relationship
a) SBI Capital Markets Ltd.	Holding Company
b) State Bank of India	Ultimate Holding company
c) SBICAP Trustee Company Ltd	Fellow subsidiary Company
d) SBICAP Securities Ltd	Fellow subsidiary Company
e) SBI General Insurance Company Limited	Group Company
f) SBI Life Insurance Company Ltd	Group Company
g) SBI Foundation	Group Company
h) Suresh Korbikote	Key Management Personnel
i) Mahendev Kumar Sharma	Key Management Personnel (Resigned on 07th June 20)
j) Kirti Saraparia	Key Management Personnel (Resigned on 22nd June 21)
k) Shweta Agrawal	Key Management Personnel (Joined on 16th July 21)
l) Anshu Shrivastav	Key Management Personnel

(Rs in Lakhs)

Nature of Transaction	Ultimate Holding Company	Holding Company	Fellow Subsidiary Company	Group Company	Key Managerial Personnel	Others
Expenses						
Salary and allowance (Suresh Korbikote)						70
						(17)
Salary and allowance (M.K. Sharma)						3
						(13)
Salary to Kirti Saraparia						3
						(10)
Salary to Anshu Shrivastav						16
						(15)
Salary to Shweta Agrawal						38
						-
Royalty Payment	74					
	(22)					
CSR Expenses					39	
					(15)	
Electricity & Miscellaneous Expenses			10			
			-			
Insurance Expenses (staff insurance)					10	
					(21)	
Bank Charges	1					
	(1)					
Staff Insurance Premium (Reimbursements)						
						(9)
Reimbursement (accident insurance and secondment reimbursements)						18
						(49)
Computer Expenses						6
						-
Rent & maintenance payment (for leased premises)						405
						(133)
Trusteeship Fees						
						1
						-
(i) Assets						
a) Investments						
SBI Foundation (closing balance)						0
						(0)
b) Bank Account (closing balance including FDs)	4,026					
	(3,829)					
(j) Other Transactions						
a) Investments in New Fund Additional Return Trust						0
						0
(i) Payables (reimbursements)			3			
			(6)			
(j) Receivables						
(k) Purchase of Assets (Marathon Futures)						
						(3)

Figures in bracket () relates to the comparative figures for the related party transactions for the year ended 31st March, 2021 and balance outstanding are as on 31st March, 2021



SBICAP Ventures Limited

Notes to financial statements for the year ended 31st March, 2022

Note 25 - Disclosure required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

(Rs in Lakhs)

Particulars	31st Mar, 2022	31st Mar, 2021
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
	-	-

Note 26 - Payment to auditors

(Rs in Lakhs)

Particulars	31st Mar, 2022	31st Mar, 2021
For statutory audit	0.40	0.40
For tax audit	1.10	1.10
For taxation matters	-	-
For other services	0.75	0.75
Reimbursement of expenses	-	-
Total payments to the auditors	2.25	2.25

Note 27 - Contingent liabilities and commitments

(Rs in Lakhs)

Particulars	31st Mar, 2022	31st Mar, 2021
A) Contingent Liabilities		
Claims against the Company/disputed liabilities not acknowledged as debts		
(i) For income tax matters	59	-
Bank Guarantee	505	505
B) Commitments		
Capital Commitments	13,029	243
Total Contingent liabilities and commitments	13,593	748



SBICAP Ventures Limited

Notes to financial statements for the year ended 31st March, 2022

Note 28-Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The following tables summarise the components of net benefit expense recognised in the profit and loss account and the funded status and amounts recognised in the balance sheet for the respective plans.

Reconciliation of Defined benefit obligation**Changes in defined benefit obligation**

(Rs in Lakhs)

Particulars	Year ended	
	31st March 2022	31st March 2021
Opening of defined benefit obligation	56	19
Current service cost	49	26
Interest on defined benefit obligation	4	1
Remeasurements due to :		
- Actuarial loss/(gain) arising from change in financial assumptions	(7)	(0)
- Actuarial loss/(gain) arising from change in demographic assumptions	4	-
- Actuarial loss/(gain) arising on account of experience changes	22	10
Benefits paid		
Closing of defined benefit obligation	127	56

Movement in plan Assets

(Rs in Lakhs)

Particulars	Year ended	
	31st March 2022	31st March 2021
Opening fair value of plan assets	-	-
Employer contributions		
Interest on plan assets		
Remeasurements due to :		
- Actual return on plan assets less interest on plan assets		
Benefits paid		
Closing fair value of plan assets	-	-



SBICAP Ventures Limited

Notes to financial statements for the year ended 31st March, 2022

Balance sheet

Net asset/(liability) recognised in the balance sheet:

(Rs in Lakhs)

Particulars	Year ended	
	31st March 2022	31st March 2021
Present value of the funded defined benefit obligation	-	-
Fair value of plan assets at the end of the year	-	-
Liability recognized in the balance sheet (i-ii)	-	-

Statement of profit & loss

Expenses recognised in the Statement of profit and loss:

(Rs in Lakhs)

Particulars	Year ended	
	31st March 2022	31st March 2021
Current service cost	49	26
Past service cost	-	-
Expected return on plan assets	4	1
Total expense charged to profit and loss account	53	27

Statement of other Comprehensive Income (OCI)

(Rs in Lakhs)

Particulars	Year ended	
	31st March 2022	31st March 2021
Opening amount recognized in OCI outside profit and loss account	18	8
Remeasurements during the period due to:	-	-
<i>Changes in financial assumptions</i>	(7)	(0)
<i>Changes in demographic assumptions</i>	4	-
<i>Experience adjustment</i>	22	10
Actual return on plan assets less interest on plan assets	-	-
Adjustment to recognized the effect of asset ceiling	-	-
Closing amount recognized in OCI outside profit and loss account	37	18

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Particulars	Year ended	
	31st March 2022	31st March 2021
	%	%
Discount rate	7.25	6.85
Salary Escalation rate	10.00	10.00



SBICAP Ventures Limited

Notes to financial statements for the year ended 31st March, 2022

Sensitivity Analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the change in defined benefit obligation and impact in percentage terms compared with the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points

(Rs in Lakhs)

Particulars	Discount Rate	Salary Escalation Rate
Defined Benefit obligation on increase in 50 bps	119	133
Impact of increase in 50 bps on DBO	-6.59%	4.67%
Defined Benefit obligation on decrease in 50 bps	137	122
Impact of decrease in 50 bps on DBO	7.23%	-4.45%

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

Maturity Profile	Rs in Lakhs
Expected benefits for year 1	2
Expected benefits for year 2	3
Expected benefits for year 3	4
Expected benefits for year 4	6
Expected benefits for year 5	6
Expected benefits for year 6	7
Expected benefits for year 7	19
Expected benefits for year 8	7
Expected benefits for year 9	7
Expected benefits for year 10	356

The weighted average duration to the payment of these cash flows is 13.80 years



SBICAP Ventures Limited
Notes to financial statements for the year ended 31st March, 2022

Note 29-Leases

As a Lessee

This note provides information for leases where the Company is a lessee. The Company has taken on lease premises at Unit no.1201 12th Floor, Wing A, Marathon Futurex, Mafatal Mill Compound, N. M. Joshi Marg, Lower Parel, Mumbai 400 013 w.e.f 1 Nov 2020 for a period of 3 years.

(i) Amount Recognised in Balance sheet

The Balance sheet shows the following amounts relating to Leases:

Particulars	(Rs in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Right-of-use Assets		
Leasehold Property	531	865
	<u>531</u>	<u>865</u>
Lease Liabilities		
Current	342	292
Non- Current	211	580
	<u>553</u>	<u>872</u>

(ii) Amount Recognised in the statement of profit & Loss

Particulars	March 31, 2022	March 31, 2021
Depreciation Charge of right-of-use assets	334	110
Finance Cost	48	21
	<u>382</u>	<u>131</u>

The Company has taken certain premises on short term lease and the lease rent charged in respect of same is reclassified under Depreciation and Finance cost expenses in Note. 18 & 20 to the statement of Profit and Loss.



Note 30 - Financial Instruments

1. Fair values

Set out below, is a comparison by class of the carrying amount and fair value of the financial instruments:

	Carrying value		Fair Value	
	31st Mar 2022	31st Mar 2021	31st Mar 2022	31st Mar 2021
	INR Lakhs		INR Lakhs	
Financial assets				
Cash and Cash Equivalents	36	50	36	50
Other Balances with banks	3990	3779	3990	3779
Trade Receivables	49	193	49	193
Other Receivables	101	0	101	0
Financial Investments	12208	8737	12208	8737
Other Financial Assets at cost	116	117	116	117
Total	16,500	12,876	16,500	12,876
Financial liabilities				
Trade Payables	3	250	3	250
Other financial liabilities	553	872	553	872
	556	1,122	556	1,122

The management assessed that cash and cash equivalents, other balances with bank, trade receivables, trade payables, other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties. The following methods and assumptions were used to estimate the fair values.

- Fair value of the quoted bonds, mutual funds, govt securities are based on the price quotations near the reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, obligations under finance leases, as well as other non-current financial liabilities is estimated by discounting future cash flow using rates currently available for debt on similar terms, credit risk and remaining maturities.
- The cost of certain unquoted investments approximate their fair value because there is a wide range of possible fair value measurements and the cost represents the best estimate of fair value within that range.

2. Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. This includes quoted equity instruments, government securities, traded debentures (borrowings) and mutual funds that have quoted price.
- Level 2 Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This includes derivative financial instruments and investment in redeemable non-cumulative preference shares.
- Level 3 Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This includes unquoted equity shares.



The following table summarizes financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosures are required) :

	Fair value hierarchy as at 31st March, 2022			(Rs in Lakhs)
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Asset measured at fair value				
Investments in Liquid Mutual Funds	1,676	-	-	1,676
Investments in Alternative Investment Funds	-	-	10,532	10,532
Investments in unlisted equity shares	-	-	0	0
Total	1,676	-	10,532	12,208

	Fair value hierarchy as at 31st March, 2021			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Asset measured at fair value				
Investments in Liquid Mutual Funds	514	-	-	514
Investments in Alternative Investment Funds	-	-	8,223	8,223
Investments in unlisted equity shares	-	-	0	0
Total	514	-	8,223	8,737

Fair value measurement using significant unobservable inputs (level 3)

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

	For year ended 31st March 2022	For year ended 31st March 2021
Opening Balance		
Net gain / (losses) on Financial Instruments recognised in the Statement of Profit and Loss	8,223	6,503
Purchases (Redemption) of Financial Instruments	748	1,155
Closing Balance	10,532	8,223

There has been no transfer between level 1 and level 2 during the period.

3.Capital Management & Gearing Ratio

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. From time to time, the Company reviews its policy related to return capital to shareholders or fresh issue of shares. The Company does not have any debt as on 31st March 2022 (Nil on 31st March 2021)

4.Financial risk management objectives and policies

The Company's principal financial liabilities, comprise trade and other payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalents, other bank balances and other financial assets that derive directly from its operations. The Company also holds FVTPL investments.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures and the financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.



SBICAP Ventures Limited

Notes to financial statements for the year ended 31st March, 2022

4.1 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risk : currency risk, interest rate risk and equity price risk. The impact of equity price risk is not material. The Company does not have any borrowings, therefore not exposed to interest rate risk as well.

4.2 Credit risk management

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables)

	(Rs in Lakhs)	
	31st March 2022	31st March 2021
Trade receivables	49	193
Total	49	193

The Company has not acquired any credit impaired asset. There was no modification in any financial assets.

4.3 Liquidity risk management

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The Company has access to a sufficient variety of sources of funding.

Note 31 -Statement of corporate social responsibility expenditure

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financials years on corporate social responsibility (CSR) activities.

Particulars	(Rs in Lakhs)	
	31st March 2022	31st March 2021
a) Amount required to be spent as per Section 135 of Companies Act, 2013	39	15
b) Amount spent during the year on		
- (i) Construction/acquisition of any asset	0	0
- (ii) On purposes other than (i) above - in cash	39	15
(c) shortfall at the end of the year,	0	0
(d) total of previous years shortfall,	0	0
(e) reason for shortfall,	0	0
(f) nature of CSR activities,		
(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	Medical & Healthcare	Medical & Healthcare
(h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	All CSR activities is routed through SBI Foundation	All CSR activities is routed through SBI Foundation
Total *	<u>39</u>	<u>15</u>

* The entire amount has been paid to SBI Foundation Ltd

Note 32-Fund wise Income & Expenses

The Company has earned Rs 597 lakhs, Rs 6022 lakhs, Rs 1184 lakhs, Rs 41 lakhs and Rs 102 lakhs towards Management Fees from Neev Fund, SWAMIH Fund, SVL SME Fund, SRI Fund and UKIDCF Fund respectively and has also earned Rs 250 lakhs and Rs 11 lakhs towards reimbursement of expenses of SVL SME Fund and UKIDCF Fund respectively. The Company has incurred Rs 716 lakhs, Rs 2112 lakhs, Rs 220 lakhs, Rs 0.09 lakhs & Rs 28 lakhs on Neev Fund, SWAMIH Investment Fund I, SVL-SME fund, UKIDCF & SRI Fund respectively in FY 2021-22 (this excludes depreciation and allocation of common expenses).



SBICAP Ventures Limited
Notes to financial statements for the year ended 31st March, 2022

Note 33-Trade Receivable ageing schedule
For Mar-22

(Rs in Lakhs)

Particulars	Outstanding for following periods from due date of payment #					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	49					49
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						-
(iii) Undisputed Trade Receivables – credit impaired						-
(iv) Disputed Trade Receivables-considered good						-
(v) Disputed Trade Receivables – which have significant increase in credit risk						-
(vi) Disputed Trade Receivables – credit impaired						-

For Mar-21

Particulars	Outstanding for following periods from due date of payment #					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	193					193
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						-
(iii) Undisputed Trade Receivables – credit impaired						-
(iv) Disputed Trade Receivables-considered good						-
(v) Disputed Trade Receivables – which have significant increase in credit risk						-
(vi) Disputed Trade Receivables – credit impaired						-



SBICAP Ventures Limited
Notes to financial statements for the year ended 31st March, 2022

Note 34-Trade Payable ageing schedule

For Mar-22

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	
(i) MSME				More than 3 years	
(ii) Others					
(iii) Disputed dues - MSME	3				3
(iv) Disputed dues - Others					

For Mar-21

Particulars	Outstanding for following periods from due date of payment #				Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	
(i) MSME				More than 3 years	
(ii) Others					
(iii) Disputed dues - MSME	250				250
(iv) Disputed dues - Others					



SBICAP Ventures Limited

Notes to financial statements for the year ended 31st March, 2022

Note 35-Shares held by promoters at the end of the year

		No. of Shares	% of total shares	% Change during the year
Shares held by promoters as at 31st March 2022				
S. No	Promoter name			
1	SBI Capital Markets Ltd	6,03,77,917	100%	0%
Total		6,03,77,917		

Note 36-Shareholders with more than 5% shares

		No. of Shares	% of total shares	% Change during the year
Shareholders with more than 5% shares as at 31st March 2022				
S. No	Shareholder Name			
1	SBI Capital Markets Ltd	6,03,77,917	100%	0%
Total		6,03,77,917		

Note 37-CWIP aging schedule

CWIP	Amount in CWIP for year ended 31st Mar 21			Total
	Less than 1 year	1-2 years	More than 3 years	
Projects in progress	178	-	-	178
Projects temporarily suspended	-	-	-	-



SBICAP Ventures Limited
Notes to financial statements for the year ended 31st March, 2022

Note 38-Additional disclosures

- 1) No proceedings have been initiated or pending against the Company for holding any Benami Transaction Act, 1988 (45 of 1988) rules made thereunder
- 2) The Company is not declared wilful defaulter by bank or financial Institution or other lender
- 3) The Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956
- 4) The Company is not required to create or satisfy any charge with ROC

Note 39-Ratios

As required in Additional Regulatory Information (WB) (xiv) of Division III of Schedule III Amendment, disclosure of ratios is not applicable to the Company as the Company is the Investment Manager to the AIF's and not registered as NBFC under section 45-IA of Reserve Bank of India Act, 1934.

Note 40-Segment Reporting

The Company's operations falls under a single business segment of Financial services. The Company is engaged in providing Asset Management Services, primary segment is identified as asset management services. As per Chief Operating Decision Maker (CODM), the Company's financial statements are largely reflective of the asset management business and accordingly there are no separate reportable segments as per Ind AS 108, Operating Segment.

The Company operates in one geographic segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.



SBICAP Ventures Limited
Notes to financial statements for the year ended 31st March, 2022

Note 41 - Covid -19 Impact

The SARS-CoV-2 virus responsible for COVID-19 continues to spread across the globe and India, which has contributed to a significant decline and volatility in global and Indian financial markets and a significant decrease in global and local economic activities. On March 11, 2020, the COVID-19 outbreak was declared a global pandemic by the World Health Organization. Numerous Governments and companies, including the Company, have introduced variety of measures to contain the spread of the virus. The extent to which the COVID-19 pandemic will impact the Company's performance will depend on future developments, which are highly uncertain, including among other things, any new information concerning the severity of the COVID-19 pandemic and any action to contain its spread or mitigate its impact whether government mandated or elected by the company. However considering the present situation, the investment manager has collated fund wise impact analysis and has concluded that the pandemic will not affect its revenue and investments as on 31st March 2022.


Note 42-Significant Events after the Reporting Period

There were no significant adjusting events that occurred subsequent to the reporting period other than the events disclosed in the relevant notes.

Note 43 -Previous year figures have been regrouped / reclassified wherever necessary.

As per our attached Report of even date

For K P M R & Co
Chartered Accountants
(FRN : 106497W)



Pravesh Dangaich
(Partner)
Membership No. 154813
UDIN:


22154813A4YANZ 2914


Place : Mumbai
Date : 12th April 2022

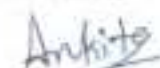


For and on behalf of the Board
SBICAP Ventures Limited


Suresh Kezhikote,
(MD & CEO)
DIN:08183787


Shweta Agrawal
(COO & CFO)


Naresh Yadav
(Director)
DIN:08590165


Ankita Shrivastav
(CS)

