

To,
Mr. Kishan Murjani Nair
FLAMEBACK CAPITAL PRIVATE LIMITED
61, MKK Road, deviah park, Bangalore Srirampuram Bangalore 560021

Sub: Submission of Annual Audit Report of Investment Adviser activity

Dear Sir,

We have conducted the annual audit of FLAMEBACK CAPITAL PRIVATE LIMITED (herein referred as "RIA"), SEBI Registration no- **INA200013798**, for Investment Adviser business as required by SEBI Regulations.

We are enclosing herewith copy of audit report for the period April 2022 to March 2023.

Kindly acknowledge the receipt of the same.

Yours faithfully,

For Megha Kyal & Associates,

CS Megha Kyal
Proprietor
CP No: 22896

FLAMEBACK CAPITAL PRIVATE LIMITED

INVESTMENT ADVISER BEARING SEBI REGISTRATION No.: INA200013798

SEBI ANNUAL AUDIT (FINANCIAL YEAR 2022-2023)

COMPLIANCE AUDIT REPORT

PREPARED BY
CS Megha Kyal

This document is 'Confidential' and is intended strictly for use by Flameback Capital Private Limited. Its unauthorized disclosure could seriously and adversely impact Flameback Capital Private Limited, its stakeholders, its business partners, and/or its customers leading to legal and financial repercussions and adverse public opinion.

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BACK GROUND

FLAMEBACK CAPITAL PRIVATE LIMITED IS SEBI REGISTERED INVESTMENT ADVISOR.

Name of BASL enrolled Investment Adviser	FLAMEBACK CAPITAL PRIVATE LIMITED
BASL Membership ID.	BASL1739
SEBI Registration No.	INA200013798
Annual compliance Audit Report for FY ended	2022-2023

AS PART OF THE ONGOING COMPLIANCE REQUIREMENTS OF SECURITIES EXCHANGE BOARD OF INDIA INVESTMENT ADVISERS REGULATIONS, 2013, INVESTMENT ADVISERS SHALL CONDUCT YEARLY AUDIT IN RESPECT OF COMPLIANCE WITH THESE REGULATIONS FROM A MEMBER OF INSTITUTE OF CHARTERED ACCOUNTANTS OF INDIA OR INSTITUTE OF COMPANY SECRETARIES OF INDIA.

CS MEGHA KYAL HAS BEEN ASSIGNED THE INTERNAL AUDIT OF INTERNAL CONTROL SYSTEMS OF FLAMEBACK CAPITAL PRIVATE LIMITED FOR ENSURING SECURE AND CONTINUOUS BUSINESS OPERATIONS AND IDENTIFYING POSSIBLE LAPSES / INADEQUACIES / DEFICIENCIES, IF ANY, BASED ON COMPLIANCE REQUIREMENTS / GUIDANCE / CIRCULAR ISSUED BY SEBI.

Audit Period:

THE AUDIT PERIOD FOR THE CURRENT ANNUAL AUDIT IS APRIL 2022 TO MARCH 2023.

SCOPE OF OUR ASSIGNMENT

THE SCOPE OF AUDIT FOR THE AUDIT PERIOD APRIL 2022 TO MARCH 2023 INCLUDED THE FOLLOWING:

Sr. No.	Areas/ Scope of work covered
1.	Review of Internal Policies & procedures
2.	Website review
3.	Certificate of Registration
4.	KYC procedure and client agreement
5.	Qualification & certification requirement and Capital Adequacy
6.	Personal Trading by Investor Advisor
7.	Client Communication and Disclosures to clients
8.	Risk Profile & Assessment and Suitability assessment
9.	Rationale behind investment advice
10.	Maintenance of records
11.	Grievance redressal process
12.	Segregation of Distribution and execution services
13.	SEBI Communication
14.	SAAS Compliance
15.	Display of Information
16.	Client Level Segregation of Advisory and Distribution Activities
17.	Cyber Security Awareness

Annual Compliance Audit Report for F. Y 2022-2023

Regulation	Particulars	Compliance Status	Reason for non-compliance/ Non-applicability	Action taken on adverse findings (duly approved by the individual IA / management of the non- individual IA)
Regulation 3	<u>Application for grant of certificate</u> (1) No person shall act as an investment adviser or hold itself out as an investment adviser unless he has obtained a certificate of registration from the Board under these regulations.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
Regulation 6	<u>Consideration of application and eligibility criteria</u> Regulation 6 states all matters, which are relevant for the purpose of grant of certificate of registration.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
Regulation 7	<u>Qualification and certification requirement.</u> An individual investment adviser or a principal officer of a non-individual investment adviser registered as an investment adviser under these regulations and persons associated with investment advice shall have minimum qualification and certification requirements as mentioned in Regulation 7(1) and 7(2)	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
SEBI/HO/IMD/DF 1/CIR/P/2 020/182 (Dated September 23, 2020) Clause (iv)	<u>Qualification and certification requirement.</u> Existing individual IAs above fifty years of age shall not be required to comply with the qualification and experience requirements specified under Regulation 7(1) (a) and 7(1) (b) of the amended IA Regulations. However, such IAs shall hold NISM accredited certifications and comply with other conditions as specifies under Regulation 7(2) of the amended IA regulations at all times.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
Regulation 8	<u>Net worth</u>	<input checked="" type="checkbox"/> Complied	NA	NA

Annual Compliance Audit Report for F. Y 2022-2023

Regulation	Particulars	Compliance Status	Reason for non-compliance/ Non-applicability	Action taken on adverse findings (duly approved by the individual IA / management of the non- individual IA)
	(1) Investment advisers who are non-individuals shall have a net worth of not less than fifty lakh rupees. (2) Investment advisers who are individuals shall have net tangible assets of value not less than five lakh rupees.	<input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable		
Regulation 13	<u>Conditions of certificate</u> (b) The investment adviser shall inform the Board in writing, if any information or particulars previously submitted to the Board are found to be false or misleading in any material particular or if there is any material change in the information already submitted.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
SEBI/HO/IMD/DF 1/CIR/P/2 020/182 (Dated September 23, 2020) Clause 2(v)	<u>Registration as Non-Individual Investment Advisor.</u> An individual IA, whose number of clients exceed one hundred and fifty in total, shall apply for registration as non-individual investment adviser within such time as specified under this clause.	<input type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input checked="" type="checkbox"/> Not Applicable	RIA is a Non Individual Investment Advisor	NA
Regulation 15	<u>General Responsibility</u> The regulation 15 imposes certain responsibilities on the Investment Adviser for the transactions it undertakes on behalf of its clients.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
Regulation 15 A	<u>Fees</u> Investment Adviser shall be entitled to charge fees for providing investment advice from a client in the manner as specified by the Board.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA

Annual Compliance Audit Report for F. Y 2022-2023

Regulation	Particulars	Compliance Status	Reason for non-compliance/ Non-applicability	Action taken on adverse findings (duly approved by the individual IA / management of the non- individual IA)
SEBI/HO/IMD/DF 1/CIR/P/2 020/182 (Dated September 23, 2020) Clause 2(iii)	<u>Fees</u> Investment Advisers shall charge fees from the clients in either Assets under Advice (AUA) mode or Fixed fee mode.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
Regulation 16	<u>Risk profiling</u> This involves profiling, assessing the risk appetite of each client individually, and communication of such profile to the respective client.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
Regulation 17	<u>Suitability</u> Investment adviser shall ensure suitability of the advice being provided to the client.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
SEBI/HO/IMD/DF 1/CIR/P/2 020/182 (Dated September 23, 2020) Clause 2(viii)	<u>Risk profiling and suitability for non-individual clients.</u> (b) In case of non-individual clients, IA shall use the investment policy as approved by board/management team of such non-individual clients for risk profiling and suitability analysis. (c) The discretion to share the investment policy/relevant excerpts of the policy shall lie with the non-individual client. However, IA shall have discretion not to onboard non-individual clients if they are unable to do risk profiling of the non-individual client in the absence of investment policy.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
Regulation 18	<u>Disclosure to clients</u>	<input checked="" type="checkbox"/> Complied	NA	NA

Annual Compliance Audit Report for F. Y 2022-2023

Regulation	Particulars	Compliance Status	Reason for non-compliance/ Non-applicability	Action taken on adverse findings (duly approved by the individual IA / management of the non- individual IA)
	This involves disclosure of all necessary information by the investment adviser to its clients.	<input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable		
Regulation 19	<u>Maintenance of records</u> This regulation requires maintenance of certain records, preservation of the same and audit of such records by the prescribed professional	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
SEBI/HO/IMD/DF 1/CIR/P/2 020/182 (Dated September 23, 2020) Clause 2(vi)	<u>Maintenance of record.</u> IA shall maintain and preserve records of interactions, with all clients including prospective clients, where any conversation related to advice has taken place, in the form as specified under this clause.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
SEBI/HO/IMD/DF 1/CIR/P/2 020/182 (Dated September 23, 2020) Clause 2(ii)	<u>Agreement between IA and the client.</u> IA shall enter into an investment advisory agreement with its clients as prescribed under this clause and shall ensure that neither any investment advice is rendered nor any fee is charged until the client has signed the aforesaid agreement.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
Regulation 20	<u>Appointment of Compliance officer</u> An investment adviser shall appoint a compliance officer who shall be responsible for monitoring the compliance by the investment adviser.	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
Regulation 21	<u>Redressal of client grievances</u> Investment adviser shall redress client grievances promptly through an adequate procedure	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA

Annual Compliance Audit Report for F. Y 2022-2023

Regulation	Particulars	Compliance Status	Reason for non-compliance/ Non-applicability	Action taken on adverse findings (duly approved by the individual IA / management of the non- individual IA)
Regulation 22	<p><u>Client level segregation of advisory and distribution activities.</u></p> <p>(1) Has the annual client level segregation requirement been certified by an auditor (in case of individual IA) and its statutory auditor (in case of a non-individual IA) [Certificate of auditor to be attached along with]</p> <p>(2) An individual investment adviser shall not provide distribution services.</p> <p>(3) The family of an individual investment adviser shall not provide distribution services to the client advised by the individual investment adviser and no individual investment adviser shall provide advice to a client who is receiving distribution services from other family members.</p> <p>(4) A non-individual investment adviser shall have client level segregation at group level for investment advisory and distribution services.</p> <p>(5) Non-individual investment adviser shall maintain an arm's length relationship between its activities as investment adviser and distributor by providing advisory services through a separately identifiable department or division.</p>	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
SEBI/HO/IMD/DF 1/CIR/P/2 020/182 (Dated	<p><u>Client Level Segregation of Advisory and Distribution Activities</u></p> <p>Compliance and monitoring process for client segregation at group or family level shall be in</p>	<input checked="" type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA

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Regulation	Particulars	Compliance Status	Reason for non-compliance/ Non-applicability	Action taken on adverse findings (duly approved by the individual IA / management of the non- individual IA)
September 23, 2020) Clause 2(i)	accordance with the guidelines as specified under this clause.			
Regulation 22A	<p><u>Implementation of advice or execution</u></p> <p>(1) Investment adviser may provide implementation services to advisory clients, provided no consideration shall be obtained directly or indirectly either at group level or at family level.</p> <p>(2) Investment adviser shall provide implementation services only through direct schemes.</p> <p>(3) Investment adviser or group or family of investment adviser shall not charge any implementation fees from the client. (4) The client shall not be under any obligation to avail implementation services offered by the investment adviser.</p>	<input type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
SEBI/HO/IMD/DF 1/CIR/P/2020/182 (Dated September 23, 2020) Clause 2(ix)	<p><u>Display of details on website and in other communication channels.</u></p> <p>IAs shall prominently display the information as specified under this clause, on its website, mobile app, printed or electronic materials, know your client forms, client agreements and other correspondences with the clients</p>	<input type="checkbox"/> Complied <input checked="" type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	It is observed that requisite details are mentioned on website. However the said details are not mentioned by the RIA in email communication, printed materials, client agreements with its clients.	Observation is noted. Accordingly, requisite details will be included in all the communications to clients
SEBI/HO/MIRSD2 /DOR/CIR /P/2020/221	Compliance of the SEBI circular for Advisory for financial Sector Organizations regarding Software	<input type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input checked="" type="checkbox"/> Not Applicable	RIA is using Software as a Service (SaaS) based solutions	NA

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Regulation	Particulars	Compliance Status	Reason for non-compliance/ Non-applicability	Action taken on adverse findings (duly approved by the individual IA / management of the non- individual IA)
(Dated November 03, 2020)	as a Service (SaaS) based solutions for half-yearly ended 31st March 2022 and 30th September 2022.			
SEBI/HO/IMD/IM D-II CIS/P/CIR/2021/0686 (Dated December 13, 2021)	<p><u>Publishing Investor Charter and disclosure of Investor Complaints</u></p> <p>(2) All registered investment advisers are required to publish investor charter on their websites and mobile applications. If registered investment adviser does not have websites/mobile applications, then as a one-time measure, send investor charter to the investors on their registered e-mail address.</p> <p>(3) All registered investment advisers are required to disclose the details of investor complaints by seventh of the succeeding month on a monthly basis on their websites and mobile applications. If investment adviser does not have websites/mobile applications, then send status of investor complaints to the investors on their registered email on a monthly basis.</p>	<input type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input type="checkbox"/> Not Applicable	NA	NA
Name and Contact Details of Principal Officer		Name: Kishan Murjani Nair Contact Details Email ID: kishan@flamebackcapital.com	NA	NA
Name and Contact Details of		Name: Sanjay Singhal Contact Details	NA	NA

Annual Compliance Audit Report for F. Y 2022-2023				
Regulation	Particulars	Compliance Status	Reason for non-compliance/ Non-applicability	Action taken on adverse findings (duly approved by the individual IA / management of the non- individual IA)
Compliance Officer		Email ID: sanjaybsinghal@gmail.com		
Total No. of Clients as on 31-03-2023		Total No. of Clients as on 31-03-2023: 183		
Cyber Security Awareness	Whether any planned Cyber Security Awareness carried out among employees, stakeholders and clients, If Yes, details of Cyber Security Awareness programme conducted in the Audit FY	Yes, details of the same was shared with BASL vide email dated 29 th September 2022	NA	NA
SEBI / BASL Inspections	Last SEBI / BASL Inspection carried out date and Whether complied with inspection Observations.	<input type="checkbox"/> Complied <input type="checkbox"/> Not- Complied <input checked="" type="checkbox"/> Not Applicable	No inspections have been carried out till date	NA

For Megha Kyal & Associates,

CS Megha Kyal

Proprietor

CP No: 22896

UDIN: A055430E001130680