

ANNUAL SECRETARIAL COMPLIANCE REPORT

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

Annual Secretarial Compliance Report of "Small Industries Development Bank of India (SIDBI)" for the year ended March 31, 2025

We, Deep Shukla & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **SIDBI** ("the high value Debt Listed Entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange(s),
- (c) website of the listed entity
- (d) other relevant document(s)/ filing, which has been relied upon to make this certification,

for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder;
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"); *[Not applicable during the review period];*

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, are:-

- (c) Regulations to the extent as applicable as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; *duly updated;*
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *[Not applicable during the review period]*
- (e) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *[Not applicable during the review period]*
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *[Not applicable during the review period]*

- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *[Not applicable during the review period]*
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (j) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 2022;
- (k) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008;
- (l) The Securities and Exchange Board of India (Merchant Banking) Regulations, 1992;
- (m) The Securities and Exchange Board of India (Certification of Associated Persons in the Securities market) Regulations, 2007

And based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, *except* in respect of matters specified below: –

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Regulation 24A(1)(a) of SEBI LODR, every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.	As per available record, it is to be noted that "MUDRA" is a material subsidiary of SIDBI and hence Secretarial Audit Report (MR-3) of MUDRA had to be annexed with an Annual report of SIDBI for the F.Y. 2023-24. However, said information is missing in said AR for 2023-24, as stipulated in Reg. 24A of SEBI (LODR).	As explained by the management, during the F.Y. 2023-24, the said regulation was applicable on comply or explain basis. It is mandatorily applicable with effect from 01 April 2025 and accordingly SIDBI will comply the same in upcoming financial year. In our view, clarification given by the management is satisfactory to us.
2.	As per Regulation 20(3) of SEBI LODR, the Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.	As per minutes of Annual General Meeting held on 25th September, 2024, it is observed that Chairperson of Stakeholder Relative Committee was not present, as stipulated in Reg. 20(3) of SEBI (LODR)	As explained by the management, the chairperson of Stakeholders Relationship Committee completed his tenure on August 10, 2024. Hence, he was not present in the



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			AGM held on September 25, 2024. As explained by the management, during the F.Y. 2024-25, the said regulation was applicable on comply or explain basis. It is mandatorily applicable with effect from 01 April 2025 and SIDBI will henceforth adhere to the regulation. In our view, clarification given by the management is satisfactory to us.
3.	As per Regulation 25(3) of SEBI LODR, the independent directors of the listed entity shall hold at least one meeting in a [financial] year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.	As per available information, we have not found details of separate meetings of Independent Directors, as stipulated in Reg. 25(3) of SEBI (LODR)	As explained by the management, Regulation 25(3) is mandatorily applicable with effect from 01 April 2025. Meeting of Independent Directors, as per regulations, will be held from FY 2025-26 onwards. In our view, clarification given by the management is satisfactory to us.
4.	Under SEBI (Certification of Associated Persons in The Securities Markets) Regulations, 2007, listed entity or any of its employee needs to obtain certificate from National Institute of Securities Markets (NISM) established by the SEBI.	As per available record, SIDBI or any of its employee has not obtained such certificate. Also, no activity permitted under the merchant Banking registration Certificate was undertaken by SIDBI during the FY 2025.	As explained by the management, they are in the process of obtaining the same. In our view, clarification given by the management is satisfactory to us.
5.	As per Regulation 23(2), all related party transactions [and subsequent material modifications] shall require prior approval of the audit committee [of the listed entity]	While SIDBI had taken prior approval for prospective related party transaction for the period from April 01, 2024 till March 31, 2025, from its Audit Committee (AC) at its meeting held on May 29, 2024, there	As explained by the management, related party transactions (RPTs) without prior approval were those which could not be identified at the time of taking prior approval.



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		were some transactions for which prior approval was not obtained. However, all such transactions reported to and ratified by the AC on a quarterly basis.	However, all such approval were ratified by the Audit Committee (AC) subsequently. Further, the Bank had approval from the AC to enter into additional RPTs, over and above the limits so approved and/or for unplanned transactions, subject to post facto reporting and ratification by the AC on a quarterly basis.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action Taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary
Not Applicable				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For: M/s. DEEP SHUKLA & ASSOCIATES
COMPANY SECRETARIES

(Peer Review Certificate No: 2093/2022)



DEEP SHUKLA
{PROPRIETOR}

FCS: 5652

CP NO.5364

UDIN:F005652G000217831



Place: Mumbai

Date: 28/04/2025