



Clusters of Growth



**UNLOCKING
INDIA'S MSME
POTENTIAL**



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Key Corporate Information

Board of Directors as on March 31, 2025



Shri Manoj Mittal
Chairman and Managing Director



Shri Sudatta Mandal
Deputy Managing Director,
Whole Time/Executive Director



Shri Prakash Kumar
Deputy Managing Director,
Whole Time/Executive Director



Dr. Rajneesh
Non-Executive Director/
Government Nominee



Shri Manoj Muttathil Ayyappan
Non-Executive Director/
Government Nominee



Shri Anindya Sunder Paul
Non-Executive Director/
Shareholder (SBI Nominee) Director



Shri Laxmi Chand Meena
Non-Executive Director/
Shareholder (LIC Nominee) Director



Shri Manikumar S
Non-Executive Director/Shareholder
(NABARD Nominee) Director



Shri Amit Tandon
Non-Executive Director/
Independent Director



Shri Jitender Kalra
Non-Executive Director/
Independent Director



Shri P. J. Thomas
Non-Executive Director/
Independent Director



Ms. Padmaja Shailen Ruparel
Non-Executive Director/
Independent Director

Key Management Personnel

Smt. Yalangi Munni Kumari

Shri Sanjay Jain

Shri Sanjay Narayan Singh

Smt. Yalangi Munni Kumari

Shri Pankaj Kumar Sahu

Chief Financial Officer

Chief Risk Officer

Chief Compliance Officer

Head, Audit Vertical

Company Secretary & Compliance Officer

HEAD OFFICE:

SIDBI Tower, 15 - Ashok Marg, Lucknow-226001.

LEI: 3358003NTGA2D7D31E14; CIN: NA.

MUMBAI OFFICE:

Swavalamban Bhavan, Plot No. C-11, 'G' Block,
Bandra-Kurla Complex, Bandra (East), Mumbai - 400051

Corporate Website: www.sidbi.in

Email: compliance_officer@sidbi.in, erdav@sidbi.in

Depository: National Securities Depository Limited

STATUTORY AUDITORS:

M/s J. Kala & Associates (FRN: 118769W)
Address: 504, Rainbow Chambers, S. V. Road,
Near MTNL Exchange, Kandivali (W), Mumbai,
Maharashtra – 400067

SECRETARIAL AUDITOR:

M/s Deep Shukla & Associates (FCS: 5652)
Address: A-603, Maruti Bhuvan, Parsi Panchayat Road,
Opp. Sona Udyog Industrial Estate, Andheri East,
Mumbai – 400069

DEBENTURE TRUSTEE:

SBICAP Trustee Company Ltd.

Mistry Bhavan, 4th Floor,
122 Dinshaw Vachha Road, Churchgate
Mumbai - 400 020
Contact: Mr. Ardhendu Mukhopadhyay
T: (91) (22) 4325555
Email: dt@sbicaptrustee.com
Website: www.sbicaptrustee.com

BANKERS:

- State Bank of India
- Punjab National Bank
- Union Bank of India
- Central Bank of India
- IDBI Bank Ltd
- Canara Bank Ltd
- Bank of Baroda
- Karnataka Bank
- South Indian Bank
- UCO Bank
- Exim Bank

REGISTRAR & TRANSFER AGENTS:

MUFG Intime India Private Limited

Address: C-101, 247 Park,
LBS Marg, Vikhroli West, Mumbai - 400083;
Tel: 022-49186000; Fax: 022-49186060,
Website: www.in.mpms.mufg.com

IDBI Trusteeship Services Ltd. (ITSL)

Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai - 400 001
Contact: Mr. Ritobrata Mitra
Direct: +91 22 4080 7023
Mobile: +91 98922 58709
Fax: +91 022 6631 1776
Email: iitl@idbitrustee.com;
response@idbitrustee.com
Website: www.idbitrustee.com

SIDBI Group Structure as on March 31, 2025

A. WHOLLY-OWNED SUBSIDIARY

- Micro Units Development & Refinance Agency Limited (MUDRA)
- SIDBI Venture Capital Limited (SVCL)
- SIDBI Trustee Company Limited (STCL)

B. ASSOCIATE COMPANY

- Acuité Ratings & Research Limited (Acuité) (erstwhile SMERA) (35.73% Shareholding)
- India SME Asset Reconstruction Company Ltd. (ISARC) (15% Shareholding) (Since divested)
- Receivables Exchange of India Ltd. (RXIL) (30% Shareholding)
- India SME Technology Services Ltd. (ISTSL) (22.73% Shareholding)
- Online PSB Loans Ltd. (6.55% Shareholding)

Further, as required to be disclosed in compliance with SEBI LODR Regulations, 2015, organisations where SIDBI is having shareholding of 10% or more, except above are as under:

- Bihar State Financial Corporation (48.43% Shareholding)
- Delhi State Financial Corporation (23.66% Shareholding)
- Gujarat State Financial Corporation (28.41% Shareholding)
- Maharashtra State Financial Corporation (39.99% Shareholding)
- Punjab State Financial Corporation (25.92% Shareholding)
- Uttar Pradesh State Financial Corporation (24.18% Shareholding)
- Canbank Factors Ltd (20% Shareholding)
- KITCO Ltd. (49.77% Shareholding)

- Bihar Industrial and Technical Consultancy Organisation Ltd. (49.25% Shareholding)
- Rajasthan Asset Management Co. Pvt. Ltd. (24.50% Shareholding)
- Rajasthan Trustee Co. Pvt. Ltd. (24.50% Shareholding)
- Hyderabad Information Technology Venture Enterprises Ltd. (24.50% Shareholding)
- Cyberabad Trustee Co. Pvt. Ltd. (24.50% Shareholding)
- Andhra Pradesh State Financial Corporation (14.02% Shareholding)
- Odisha Financial Corporation (15.31% Shareholding)
- Rajasthan Financial Corporation (19.90% Shareholding)
- North Eastern Development Finance Corporation Limited (10% Shareholding)
- HARDICON Ltd. (12.5% Shareholding)
- Himachal Consultancy Organisation Ltd. (14.78% Shareholding)
- Rajasthan Consultancy Organisation Ltd (12% Shareholding)
- NITCON Ltd. (14.26% Shareholding)
- Gujarat Industrial and Technical Consultancy Organisation Ltd (12.5% Shareholding)
- JKITCO Limited (11.65% Shareholding)

C. SIDBI SWAVALAMBAN FOUNDATION

Section 8 Company, Limited by Guarantee

D. CREDIT GUARANTEE FUND TRUST FOR MICRO AND SMALL ENTERPRISES

(Trust Jointly set up by Ministry of MSME and SIDBI)

SIDBI Understands MSMEs

Small Industries Development Bank of India (SIDBI) set up on 2nd April 1990 under an Act of Indian Parliament, acts as the Principal Financial Institution for Promotion, Financing and Development of the Micro, Small and Medium Enterprise (MSME) sector as well as for co-ordination of functions of institutions engaged in similar activities.



MISSION

To facilitate access to capital and build capacity of MSMEs for their deeper integration into Indian and global value chains.



VISION

To emerge as the point of first contact for all stages of MSME life cycle journey.

SIDBI in Numbers

FINANCIAL METRICS

₹5,68,239 crore

Assets

HUMAN CAPITAL

1,091

Employee base

PHYSICAL PRESENCE

127

Branch Offices

₹4,811 crore

Net Profit

₹4.40 crore

Profit per Employee

15

Regional Offices

₹4,96,282 crore

Loans and Advances

1,989

Training nominations

0.04%

Gross NPA



Statement of the Chairman and Managing Director



The Indian economy continues to witness a healthy GDP growth despite external challenges with the MSME sector as one of its core engines.

The Indian economy has achieved an impressive real GDP growth of 6.5% in FY2025, marking it as a standout performer on the global stage. Robust agricultural output, a strong recovery in rural demand, and consistent government capital expenditure have driven this positive momentum, even amidst a challenging and dynamic global environment. Although the world economic outlook is being shaped by trade tensions, tariff uncertainties, and ongoing geopolitical factors, India's economic resilience is clearly visible. According to the World Bank's "Global Economic Prospects" (June 2025), while global GDP growth forecast is more modest 2.3% for 2025 compared to 2.8% in 2024, and trade growth in goods and services is expected to ease to 1.8% from 3.4%, India's performance remains a beacon of stability and promise – a testament to its growing strength and adaptability in a complex world.

For a country with a sizeable workforce, MSMEs in India with their employment creation potential act as a propeller for growth and development. They contribute to around a third of the GDP, employ over 27 crore persons and account for nearly half of the exports. Their impact spans across a wide spectrum of sectors creating value in both traditional and emerging industries such as deep tech, agritech, aerospace and defence. The sectoral diversity and the grassroots innovation capacity make MSMEs instrumental in inclusive economic development.

Various indicators point to a conducive economic environment for MSMEs. SIDBI's Quarterly MSME Outlook Survey in June 2025 highlighted the optimism of the sector. The one-year ahead expectations are also fairly optimistic underscoring expectations of a steady business environment and continuing policy support from GoI amidst the uncertainty on the global front. On the credit front, while gross advances by Banks registered a 11% growth in FY2025¹, the credit to MSMEs by Banks registered a stronger growth of 14.7%, furthering financial inclusion amongst MSMEs. Robust credit growth along with low delinquencies of 1.79% as of FY2025², points to an improved credit landscape for the MSME sector. Nevertheless, the task of providing adequate credit access to the sector remains unfinished, given the estimated credit gap of ₹30 lakh crore, as estimated in SIDBI's recently released report titled "Understanding Indian MSME Sector – Progress and Challenges".

For a country with a sizeable workforce, MSMEs in India with their employment creation potential act as a propeller for growth and development.

POSITIONING MSMEs AS ENGINES OF GROWTH

SIDBI has continued its path of serving the MSME sector through a comprehensive set of initiatives. Given the increasing role of MSMEs in economic development with their integrated presence across the value chains, the role played by the Bank assumes greater significance. This has in turn placed a great responsibility on SIDBI to provide all possible support to the sector in their growth path and overcoming challenges whether in terms of access to finance, inadequate infrastructure, sustainable finance, etc. SIDBI also acknowledges the positive impact of the various policy measures of Government of India such as enhancement of turnover and investment limits, increase in credit guarantee coverage, push towards digital lending, etc., which have contributed to creating the conducive environment for the MSMEs.

SIDBI PERFORMANCE: CREATING MEANINGFUL IMPACT IN MSME SECTOR

Mirroring the MSME sector gradually moving up on the growth path, your Bank has scaled greater heights with net profit growing to ₹4,811 crore, registering a Y-o-Y growth of 19.5% during FY2025. The loans & advances of the Bank crossed ₹4.96 lakh crore in FY2025 while negligible gross NPA at 0.04% indicate the robust health of the portfolio.

During the year, with focus on direct intervention, SIDBI scaled up its direct credit operations. In an effort to reach out to a wider section of borrowers, the Bank adopted a three-pronged strategy – firstly, expansion of branch network with opening of 26 new Branch Offices especially in locations where higher impact can be made; secondly, expanding customer outreach through partnerships with various stakeholders and lastly, rolling out new products to address the emerging needs of the MSME sector. We have leveraged digital public infrastructure for our credit underwriting process so as to enable digital lending with a faster response time. These measures resulted in direct credit operation registering a robust YoY growth of 41% reaching an outstanding figure of ₹37,781 crore.

¹ RBI Financial Stability Report

² MSME Pulse

2.78 crore

IMEs have been registered through UAP

₹3 lakh crore

CGTMSE credit access to micro and small enterprises

SIDBI is leveraging technology to boost financial inclusion for MSMEs, focussing on improving credit access through digital initiatives. The GST Sahay app has enabled paperless, invoice-based lending, financing over 15,000 invoices for 1,750 customers in FY2025. New digital loan products now provide seamless approvals, while the EXPRESS loan product uses automated evaluation for faster processing.

Further, the Udyam Assist Platform (UAP), launched by SIDBI with Ministry of MSME (MoMSME) continues to drive the formalisation in the sector particularly providing a formal business identity to informal micro enterprises (IMEs) and laying the foundation for inclusive finance. It is encouraging to note that over 2.7 crore IMEs have been registered through UAP which can be potentially leveraged to improve credit delivery as also transmission of other Government support/benefits to this segment. SIDBI is currently in the process of conceptualising and piloting a credit marketplace for extending digital lending to the IMEs registered on UAP leveraging alternative data, innovative fintech solutions, and field-level engagement while bringing down the cost of credit delivery to the IMEs.



SIDBI has stepped up its MSME research activities which include primary surveys and credit insights in partnership with credit bureaus.

ECOSYSTEM DEVELOPMENT: GOING BEYOND FINANCE

Apart from being a provider of financial assistance, your Bank expanded on various promotion and development initiatives for MSMEs to address the non-financial challenges of MSMEs. SIDBI has launched a program for development of Industry Associations in industrial clusters across India. The program aims to empower industry associations in order to understand the financial and non-financial needs of their member MSMEs to serve them better, strengthen the governance functions of the industry associations and create a steady stream of revenue for these associations to make them self-sustainable.

SIDBI is addressing MSME information gaps through surveys and insightful reports, which offers detailed analysis of MSME sector and a credit gap estimate. The Bank also launched quarterly MSME sentiment indices — MSME Business Confidence Index and MSME Business Expectations Index — starting December 2024 to track sector sentiment and performance. Additionally, SIDBI continues to publish updates like MSME Pulse and Microfinance Pulse with industry partners to highlight key MSME trends.

SIDBI also has a wide network of subsidiaries and associates that are working towards providing essential financial and non-financial services for the holistic development of the MSME sector. A mention needs to be made of the Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE) which is celebrating its Silver Jubilee in the current year. CGTMSE has made a significant impact on credit access for micro and small enterprises, having approved over 27 lakh guarantees of amount over ₹3 lakh crore in FY2025 with cumulative number of guarantees crossing 1 crore mark amounting to ₹9.34 lakh crore. These guarantees have enabled employment generation of over 3 crore persons. These performance metrics are expected to achieve greater heights with enhancements in ceiling of guarantee

coverage from ₹5 crore to ₹10 crore and reduction in annual guarantee fees for guarantees above ₹1 crore to ₹5 crore.

A reference also needs to be made of the Receivables Exchange of India Limited (RXIL), a TReDS platform set up by SIDBI to address the cash flow issues of the MSMEs by financing their trade receivables, especially from large corporates. The RXIL's platform has so far onboarded over 40,000+ MSMEs and financed around 80 lakh invoices worth ₹175,000+ crore.

A study examining the impact of TReDS scheme highlights that MSME suppliers on the TReDS platform experienced a 23% reduction in receivable cycles, especially in the financially underdeveloped states. The analysis also highlights that with the improvement in the working capital availability, the MSMEs are able to scale their operations and improve their productivity.

WAY FORWARD

Comprehensive policy initiatives and improved credit flow have positioned MSMEs to lead India's journey toward Viksit Bharat. As global supply chains diversify and the government emphasizes indigenisation, opportunities for MSMEs are growing. The challenges ahead include expanding credit access, upskilling the workforce, and adopting new technologies. The focus on adoption of green energy and cleaner production mechanism brings business opportunities for the MSME sector. With expanded definitions and supports from government, MSMEs are now poised to make a global impact. Going forward, SIDBI plans to expand its branch network further, thereby facilitating greater access to credit and support services for MSMEs. Your Bank shall also seek to foster the development of a resilient MSME ecosystem by leveraging on the network of industry associations under the Development of Industry Associations (DIA) initiative. SIDBI's developmental interventions will be guided by an impact-oriented approach, ensuring measurable outcomes focussing on enterprise creation. The Bank remains committed to serving the MSME sector through financial, developmental, and policy initiatives that will bring in scalability and global competitiveness in Indian MSMEs.

MSME Outlook

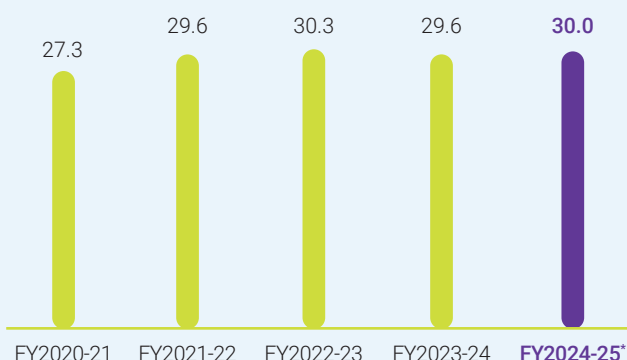
The Micro, Small and Medium Enterprises (MSME) sector in India, with over 6.5 crore registered MSMEs, impart significant strength and resilience to the Indian economy. The sector is a key contributor to India's economic growth, employment, manufacturing, and exports. MSMEs contribute a third to the Gross Domestic Product (GDP) and employs over 29 crore¹ persons, highlighting its critical role in socio-economic development of the nation.



¹ Udyam Portal

MSMEs play a dual role in the economy by sustaining traditional sectors like manufacturing while spearheading innovation through startups. The traditional handicrafts and village-level enterprises would continue to be relevant by providing sustainable livelihood to a majority of workforce. There is a need to expand the market for such enterprises through concerted efforts of stakeholders. Several sectors such as defence, pharmaceutical, auto-component, clean tech and deep tech industries, as well as labour-intensive ones viz., leather, toy, food processing, can be drivers of MSME growth in achieving the vision of Viksit Bharat by 2047 supported by policy initiatives of the Government.

Share of MSME GVA in India's GDP (%)



*SIDBI estimate

The vibrant MSME sector in India comprises of a wide range of entities from small informal enterprises to sophisticated tech-based startups. To enable integration of informal micro-enterprises (IMEs) into the formal economy, the Government of India (GoI) had introduced the Udyam Assist Platform (UAP). The platform brings the IMEs into the fold of formalisation thus enabling access to benefits such as priority sector lending. The success of the initiative can be visible from the high registrations of over 2.78 crore IMEs (as of August 2025) in around two and a half years of UAP's operations.

Another noteworthy journey has been of startups in India. India has now become the world's third-largest startup ecosystem, boasting over 1.57 lakh recognised startups. Remarkably, more than 51% of these ventures originate from Tier II and Tier III cities, collectively providing employment to over 17 lakh² people. The success of the startup ecosystem can be attributed to the focussed policy initiatives such as Fund of Funds for Startups (FFS) Scheme managed by SIDBI, Atal Innovation Mission (AIM) by Niti Aayog, Startup India Seed Fund Scheme (SISFS) of GoI among others.

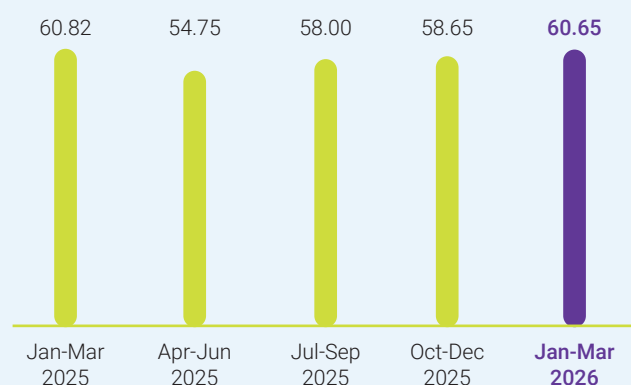
On the performance front, MSMEs exhibited optimistic sentiments about business performance in the prevailing economic environment despite rising uncertainty surrounding tariff impositions as per SIDBI MSME Outlook survey. The MSME Business Confidence Index (M-BCI) rose to 60.82 in Q4FY2025 from 58.30 in Q3FY2025. The index value of all the three sectors viz., Manufacturing, Trading, and Services observed an improvement in the optimism levels in Q4FY2025 as compared

² PIB

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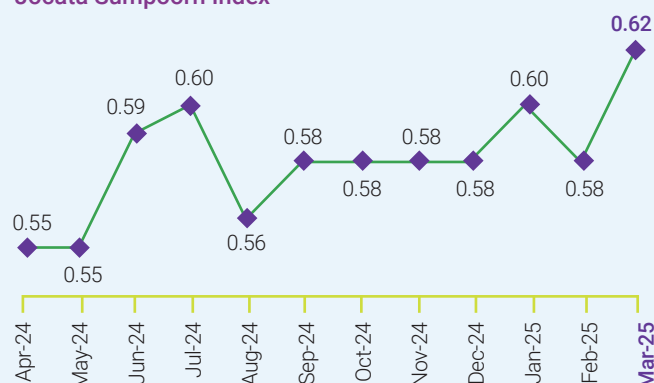
to the previous quarter. The one-year ahead expectations also signal optimism with MSME Business Expectation Index (M-BEI) for Q4FY2026 a shade lower at 60.65. The M-BCI and M-BEI are diffusion indices that range, not ranges from 0 to 100, where scores above 50 indicate positive sentiment and scores below 50 suggest negative sentiment. The MSME economic activity as measured from the Jocata-SIDBI Sumpoorn Index also reflect modest expansionary activity of the sector with the index value in the range of 0.55 to 0.62 in FY2025.

MSME BCI/BEI reading in Round 2 - SIDBI MSME Outlook Survey



Source: SIDBI MSME Outlook survey

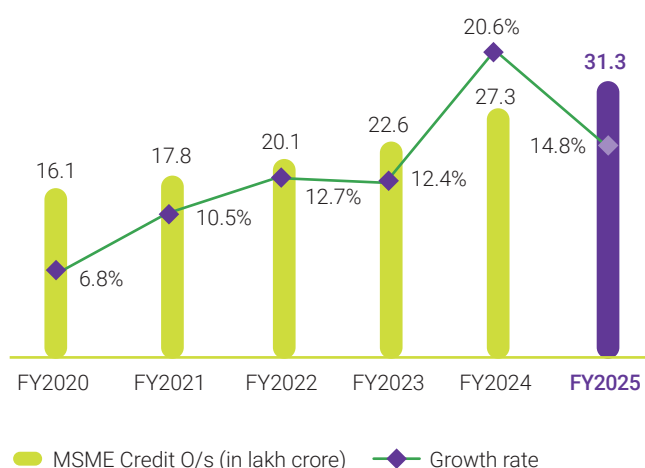
Jocata Sumpoorn Index



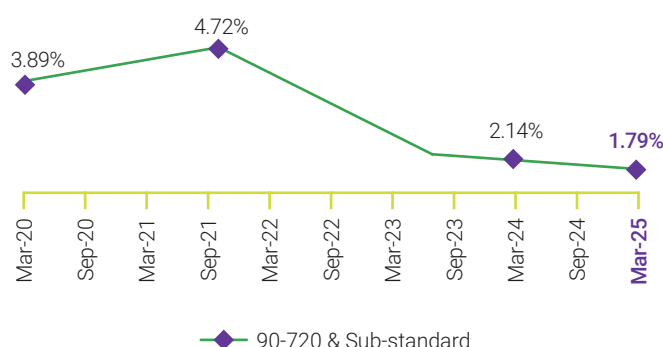
Source: Jocata-SIDBI Sumpoorn Index

The credit flow to MSMEs by Scheduled Commercial Banks (SCBs) registered steady growth over the past five years. The credit outstanding of the MSME sector was ~2X of the pre-pandemic levels, indicating underlying growth momentum and improved credit appetite for the MSME sector, as of March 2025. In FY2025, the credit outstanding to MSME grew by a healthy 14.8%³ to reach ₹31.3 lakh crore while witnessing a moderation from the high growth seen in the previous fiscal. The MSME credit growth by SCBs was higher than the overall gross advances growth at 11%, positioning it as preferred sector by lenders. The New to Credit (NTC) segment has been a significant contributor to the originations in Q4FY2025 at 47% albeit with a moderation from 51% in Q4FY2024. With 90 day plus delinquencies, declining to a 5-year low of 1.79% as at end of FY2025⁴, the MSME sector is well placed to witness sustainable credit growth over the medium term.

MSMEs Credit Outstanding of SCBs



Balance-Level Delinquencies



Source: Reserve Bank of India, SIDBI-CIBIL MSME Pulse

³ RBI Annual Report FY2025

⁴ MSME Pulse

⁵ Understanding Indian MSME sector: Progress and Challenges

While there has been significant improvement in the credit flow to the MSME sector, SIDBI report on the MSME sector⁵ broadly estimates the addressable credit gap for the MSME sector at ~₹30 lakh crore. The study further highlights that timely and adequate credit access is a key challenge for the MSME sector (based on survey of ~2,000 MSMEs). The survey findings indicate that borrowing from informal finance continues in the micro segment.

Challenges for the Indian economy and MSMEs are also emerging from the global front. Global growth is projected to remain weak in the near term with World Bank's forecast of 2.3% in 2025 and a slight uptick to 2.4% in 2026. The trade and tariff policies are creating tensions and uncertainty for economies across the world. The protectionist policies of some of the advanced economies and retaliatory tariffs by other nations could hamper trade, delay investments, disrupt supply chains and put pressure on fiscal policies. Increased geopolitical risks can raise commodity prices particularly that of crude oil and put pressure on the currently low inflation levels. The recent 50% tariff imposition on India in its largest export market, the US is likely to impact the price competitiveness of MSME exporters. While India is taking steps towards mitigating the tariff burden, the interim uncertainty can hit exports in the current year. A relatively larger impact is likely on sectors such as apparels, auto-components and gems & jewellery. Strategic policy and adequate credit support to MSME exporters along with diversification in target markets is essential to enable the sector to navigate the uncertainty.

While the Indian economy is unlikely to remain insulated from the challenging global economic environment, the domestic growth momentum is likely to remain steady in FY2026, with most forecasts pegging growth between 6.3%-6.5%. An expectation of a healthy growth in consumption driven by a favourable monsoon forecast, lower inflation, reduced interest rates and tax concessions to the middle class along with consistent rise in public investments, translate to a positive growth outlook for the Indian economy.

OUTLOOK SUPPORTED BY POLICY MEASURES

The policy initiatives from the Government will continue to provide support and facilitate a sustainable growth of the Indian MSME sector. The investment and turnover limits for classification of all MSME categories – micro, small and medium, have been enhanced to 2.5 and 2 times respectively, to help them achieve higher efficiencies of scale, get better access to capital and support employment generation. The credit guarantee covers for various categories of MSME borrowers including startups and exporters, have been gradually enhanced to bridge the existing credit gap. Further, in the Union Budget 2025-26, specific policy and facilitation



The investment and turnover limits for classification of all MSME categories – micro, small and medium, have been enhanced to 2.5 and 2 times respectively, to help them achieve higher efficiencies of scale, get better access to capital and support employment generation.

measures for labour-intensive sectors such as footwear and leather, toys and food processing have been proposed. Apart from the traditional sectors, a boost is also being given to the startups in the newer technologies through the announcement of a new fund of funds of ₹10,000 crore.

The outlook for Indian MSMEs remains favourable despite global headwinds supported by strong macroeconomic fundamentals, improving domestic consumption demand, emerging export opportunities through bilateral trade agreements with developed economies, accelerating credit flow and consistent policy support from the Government.

The MSMEs, on their part, need to improve their competitiveness and productivity at a global level. That would require embracing digitalisation in all spheres, upgrading technologies to ensure quality improvement, undertaking sustainability initiatives, encouraging innovation, adopting financial discipline and importantly, building a culture of governance and transparency. Clearly, MSMEs are well poised to emerge as the growth drivers in achieving the vision of 'Viksit Bharat@2047'.

Notice of AGM

Notice is hereby given that the 27th Annual General Meeting of the shareholders of Small Industries Development Bank of India (SIDBI) will be held on Monday, September 29, 2025 at 03:00 PM IST at Board Room, Head Office of SIDBI i.e., SIDBI Tower, 15, Ashok Marg, Lucknow-226001 to transact the following business.

ORDINARY BUSINESS:

- To consider, approve and adopt the Audited Standalone and Consolidated Balance Sheet and Profit and Loss account of Small Industries Development Bank of India ('SIDBI') for the financial year ended March 31, 2025, together with the Reports of the Board of Directors on the working and activities of the SIDBI and Auditors Report thereon.**

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

"RESOLVED THAT the Audited standalone and consolidated Balance Sheet of SIDBI as of 31st March 2025, Profit and Loss Account of SIDBI for the year ended 31st March 2025, the Report of the Board of Directors of SIDBI for the period covered by the Accounts and the Auditors' Report on the Balance Sheet and Accounts, be and are hereby adopted".

- To declare final dividend on equity shares of SIDBI for the financial year (2025) ended on March 31, 2025.**

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

"RESOLVED THAT final dividend at the rate of Rs.2 per share on the equity capital of SIDBI, fully paid for the year ended March 31, 2025, be paid to those shareholders whose names appear on the register of members, as on record date."

- To consider and authorise Board of Directors of SIDBI to appoint statutory auditors of the Bank for FY2026 and thereafter for the interim period.**

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

"RESOLVED THAT the Board of Directors of the Bank be and is hereby authorized to appoint M/s J. Kala & Associates, Chartered Accountants, after receipt of panel of Auditors approved by the Reserve Bank of India, as Statutory Auditor to hold office for FY2026 on such remuneration and expenses, as may be approved by the RBI and as may be mutually agreed between the Bank and the Statutory Auditors.

RESOLVED FURTHER THAT M/s J. Kala & Associates, Chartered Accountants, who were appointed in previous 26th AGM of the Bank, be and are hereby appointed to undertake the Limited Review of Financial Statements of the Bank for the quarter ending June 30, 2025, and subsequent quarters as well should there be further delay in receipt of list of Auditors from RBI.

RESOLVED FURTHER THAT Board/ Audit Committee of the Board be and are hereby authorised to approve and if required, alter or vary the terms and conditions of appointment."

- To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the proviso to Regulation 62D(3) & 62N(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to Sections 6 (1) (d) of the Small Industries Development Bank of India Act, 1989 (including any amendments thereof, for the time being in force), approval of members be and is hereby granted to the appointment of **Shri Laxmi Chand Meena (DIN:10728812)** who was nominated as Director by the Life Insurance Corporation, not liable to retire by rotation, with effect from October 28, 2024".

- To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the proviso to Regulation 62D(3) & 62N(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board of Directors of SIDBI had co-opted Shri P. J. Thomas, as Independent (Co-Opted) Director, in terms of the proviso of Sections 6 (1) (f) of the Small Industries Development Bank of India Act, 1989 (including any amendments thereof, for the time being in force) for a period of three years from November 15, 2024. Accordingly, approval of members be and is hereby granted to Shri P. J. Thomas (DIN: 10332033) as an Independent (Co-Opted) director".

- To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the proviso to Regulation 62D(3) & 62N(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board of Directors of SIDBI had co-opted **Ms. Padmaja Shailen Ruparel**, as Independent (Co-Opted) Director, in terms of the proviso of Sections 6 (1) (f) of the Small Industries Development Bank of India Act, 1989 (including any amendments thereof, for the time being in force) for a period of three years from March 14, 2025. Accordingly, approval of members be and is hereby granted to **Ms. Padmaja Shailen Ruparel (DIN: 01383513)** as an Independent (Co-Opted) director".

SPECIAL BUSINESS:

- To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendment(s), modification(s), variation(s) or re enactment(s) thereof for the time being in force) and based on the recommendation of the Board of Directors, M/s. Agarwal S. & Associates, Company Secretaries (Firm Unique Code: P2003DE49100), be and are hereby appointed as the Secretarial Auditor of the Bank, to hold office for a term of five consecutive

years, with effect from April 01, 2025 till March 31, 2030, on such terms including remuneration as detailed in the **explanatory statement** annexed to this Notice convening the Meeting."

8. To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to and in accordance with:

- (i) Provisions of Regulation 62K of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the LODR Regulations"),
- (ii) Policy on related party transactions of the Small Industries Development Bank of India (herein after referred to as "Bank"), and
- (iii) Approval of the Audit Committee and recommendation of the Board of Directors,

the approval of the Members of the Bank be and is hereby accorded to the Bank and specific subsidiaries of the Bank (as listed in the explanatory statement to this resolution) to enter into and/or continue related party contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with entities, which qualify as related party transaction within the meaning of Regulation 2(1)(zc) of the LODR Regulations, in the course of

- i. granting of credit facilities such as term loan, working capital demand loan, short term loan, overdraft, or any other form of fund-based facilities and/or guarantees, letters of credit, or any other form of non-fund based facilities, including interest and other charges receivable in connection with such facilities,
- ii. purchase/ sale of services, purchase/ sale of shared services,
- iii. equity infusion,
- iv. Purchase and/or sale of loans,
- v. undertaking repurchase (repo) transactions and other permitted short-term borrowing transactions,
- vi. reverse repurchase (reverse repo) transactions and other permitted short-term lending transactions,
- vii. foreign exchange and derivative transactions,
- viii. investment in securities issued by the Related Parties,
- ix. purchase/sale of securities from/to Related Parties in secondary market (issued by related or unrelated parties),
- x. borrowing through issuance of debt securities to related parties,
- xi. availing insurance services,
- xii. any other transaction involving transfer of resources, services or obligations,

on such material terms and conditions, *[as may be permitted under the Applicable Laws, and relevant policies of the Bank notwithstanding the fact that the maximum limit of such transactions to be entered into individually or taken together with previous transactions, at any point of time during the financial year ending March 31, 2026 ("FY2026"), may exceed Rs.1000 crore or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable from time to time]* as detailed in the explanatory statement to this resolution and as may be agreed by the Bank and specific subsidiaries with the concerned entities, such that during the financial year ending on March 31, 2026,

- (i) the maximum value of the transactions of the Bank and each specific subsidiary of the Bank with the concerned entities does not exceed the value and
- (ii) the aggregate value of all such transactions with each concerned entity does not exceed the value

as fixed by the exposure norm fixed by the Board and as specified in the explanatory statement, provided that the said transactions shall be at arm's length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/ transaction(s), whether by way of an individual transaction or transactions taken together as a series of transactions or otherwise) of the Bank be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution. Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Members of the Bank do hereby approve and accord approval to the Board of Directors, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Members of the Bank do hereby also accord approval to the Board, to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or official(s) of the Bank/ any other person(s) so authorized by it, in accordance with the Applicable Laws, to do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be considered necessary or expedient to give effect to the aforesaid resolution."

Head Office

SIDBI Tower, 15, Ashok Marg,
Lucknow-226001

Date: September 18, 2025

Place: Lucknow

By order of the Board of Directors

For Small Industries Development Bank of India

Sd/-

PRAKASH KUMAR

Deputy Managing Director

NOTES:

1. An explanatory statement each relating to item nos. 3, 4, 5, 6, 7 & 8 to be transacted at 27th AGM is annexed hereto.
2. In terms of Regulation no. 61 (2) of SIDBI General Regulations, 2000, shareholder of SIDBI entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a shareholder or not) as his proxy to attend and vote instead of himself/ herself; but a proxy so appointed shall not have any right to speak at the meeting.
3. In terms of Regulation no. 62 (2) of SIDBI General Regulations, 2000, no person shall attend or vote at 27th AGM of SIDBI as the duly authorised representative of a body corporate other than the Development Bank, the public sector banks, the General Insurance Corporation, the Life Insurance Corporation and other institutions owned or controlled by the Central Government unless a copy of the resolution appointing him/ her as a duly authorised representative certified to be a true copy by the chairman of the meeting at which it was passed shall have been deposited at the head office of SIDBI not less than four clear days before the date fixed for the meeting.
4. In terms of Regulation no. 63 (3) of SIDBI General Regulations, 2000, no instrument of proxy shall be valid unless it is duly authorised in Form B as annexed to the notice of 27th AGM.
5. In terms of Regulation no. 59 (1) of SIDBI General Regulations, 2000, a resolution put to the vote of the meeting shall, unless a poll is demanded, be decided on a show of hands. Further, before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the chairman of the meeting of his own motion, and shall be ordered to be taken by him on a demand made in that behalf by any shareholder or shareholders present in person or by proxy and holding shares in SIDBI which confer a power to vote on the resolution not being less than one-fifth of the total voting power in respect of the resolution.
6. Shareholders can submit questions with regard to the business to be transacted at the 27th AGM from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to SIDBI's email id at compliance_officer@sidbi.in or boarddiv_lho@sidbi.in in advance on or before two working days from the date of AGM.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL-ID FOR OBTAINING COPY OF ANNUAL REPORT:

7. The Audited standalone and consolidated Balance Sheet of SIDBI as at 31st March 2025, Profit and Loss Account of SIDBI for the year ended 31st March 2025, the Report of the Board of Directors on the working and activities of SIDBI for the period covered by the Accounts and the Auditors' Report on the Balance Sheet and Accounts including the Notice of 27th AGM (**'Annual Report'**) are displayed in the website of the SIDBI www.sidbi.in. Soft copy of Annual report is sent through email to those shareholders whose e-mail address is registered with SIDBI or the Depository Participants and physical copies of the Annual Report is being sent to other shareholders

who specifically request for the same. The copy of the annual report is also sent to the Debenture Trustee and submitted to NSE on the same day it was sent to the shareholders of SIDBI.

8. Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depository Participants. In case of any queries/ difficulties in registering the e-mail address, members may write to at email id compliance_officer@sidbi.in or boarddiv_lho@sidbi.in.

PROCEDURE TO RAISE QUESTIONS/ SEEK CLARIFICATIONS:

9. Members are encouraged to express their views/ send their queries in advance for smooth conduct of meeting mentioning their name, email id, mobile number at compliance_officer@sidbi.in or boarddiv_lho@sidbi.in. Questions/ queries received by SIDBI on or before two working days before the date of AGM shall only be considered and responded during the AGM.
10. Members who would like to express their views or ask questions during the AGM may raise their hand, however SIDBI reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

General Information:

1. The voting rights shall be as per the number of equity shares held by shareholder(s) as on the date of 27th AGM being the cut-off date.
2. The Board of Directors has recommended Dividend of Rs.2 per Equity Share for the Financial Year ended March 31, 2025, subject to approval of shareholders at the AGM.
3. If Dividend on Equity Shares, as recommended by the Board is approved at the AGM, it will be paid within thirty days from the date of declaration to all Beneficial Owners/ Members in respect of shares held and whose names are on SIDBI's Register of Members.
4. The date of Annual General Meeting of SIDBI shall be considered as the record date for the purpose of identifying shareholders entitled for dividend, for the financial year ended March 31, 2025.
5. As per the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020, at applicable rates and as such SIDBI is not required to pay any Dividend Distribution Tax.
6. Members holding shares in electronic form are hereby informed that bank particulars registered against the respective depository accounts will be used by SIDBI for payment of dividend. SIDBI cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
7. Shareholders are requested to contact Board Division, (Tel. No. 022-67531200/ 67531130/ 67531233, Mobile No. 9987419667, 9415322793, 9968018849, 9078000173 Email: boarddiv_lho@sidbi.in or compliance_officer@sidbi.in) with regard to any matter related to equity shares of SIDBI.

Annexure to the Notice

EXPLANATORY STATEMENT PERTAINING TO ITEM NO. 3

RBI guidelines pertaining to appointment of statutory auditor of the Bank is applicable to SIDBI. SIDBI has to appoint/ reappoint a statutory auditor subject to the approval of the RBI from the list prescribed by the RBI.

M/s J. Kala and Associates, Chartered Accountants were appointed as the Statutory Auditors of SIDBI for FY2024-25 (second year) from the panel of auditors forwarded by RBI vide its letter DOS. ARG. No.54744/ 08:03:008/2024-25 dated September 24, 2024. SIDBI vide letter dated April 28, 2025, requested Reserve Bank of India (RBI) to grant approval for appointment of M/s. J Kala and Associates, Chartered Accountants as the Statutory Auditors of the Bank for FY2025-26 (third year) in the Bank's AGM in accordance with the provisions of the SIDBI Act.

RBI has informed that the panel of eligible auditors for FY2026 is yet to be received by them from the office of the Comptroller & Auditor General (C&AG). As the approval from RBI is taking time, the shareholders present at the Annual General Meeting are requested to authorize the Board of Directors of SIDBI for appointment of M/s J Kala and Associates, Chartered Accountants as Statutory Auditors of SIDBI for FY2026 (third year) including terms of appointment/ remuneration after receipt of panel of auditors from RBI.

Keeping in view that the expected time for receipt of RBI approval, M/s J Kala and Associates, shall act as auditors of the Bank for carrying out Limited Review of financial statements for the quarter ending June 30, 2025, and subsequent quarters as well should there be further delay in receipt of approval for appointment of auditors from the RBI.

Your Board of Directors, therefore, recommends the passing of the ordinary resolution as set out in Item no. 3 of the accompanying Notice.

None of the Directors/Key Managerial Personnel of SIDBI or their relatives are, in any way, concerned or interested, in the resolution.

EXPLANATORY STATEMENT PERTAINING TO ITEM NO. 4

Pursuant to Sections 6 (1) (d) of the Small Industries Development Bank of India Act, 1989 **Shri Laxmi Chand Meena** has been nominated as a Non-Executive Director by Life Insurance Corporation w.e.f. October 28, 2024.

A brief resume in respect of Shri Laxmi Chand Meena including the disclosures as required under the provisions of Listing Regulations, other requisite information, as required, is set out as an Annexure to the Notice/ Annual report.

In the opinion of the Board, Shri Laxmi Chand Meena possesses relevant expertise and experience and is eligible

to be appointed as a Non-Executive/ Independent/ Nominee Director. His association will be of immense benefit and interest to SIDBI.

As per LODR 2015, Regulation 62B (1)(b) "independent director" shall have the same meaning as assigned to it under clause (b) of sub-regulation (1) of regulation 16 of regulations. The regulation 62B includes only non-executive directors, other than nominee directors under its purview.

However, as per Regulation 16, Explanation - In case of a 'high value debt listed entity': (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non-executive directors on its board shall be treated as independent directors. In view of the above, representation has been made to SEBI seeking relaxation and consider all the non-executive directors including nominee directors as independent directors in line with explanation to regulation 16.

Accordingly, in terms of SEBI listing Regulations SIDBI is required to obtain the approval of the members in this regard.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the appointment of Shri Laxmi Chand Meena as a "Non- Executive/ Independent/ Nominee Director" of the Bank to hold office w.e.f. October 28, 2024, not liable to retire by rotation.

Except Shri Laxmi Chand Meena, none of the other Directors/ Key Managerial Personnel of SIDBI or their relatives are, in any way, concerned or interested, in the resolution.

EXPLANATORY STATEMENT PERTAINING TO ITEM NO. 5

Pursuant to proviso of Sections 6 (1) (f) of the Small Industries Development Bank of India Act, 1989, **Shri P. J. Thomas** has been co-opted by the Board as a Non-Executive/ Independent Director for a period of three years from November 15, 2024.

A brief resume in respect of Shri P. J. Thomas including the disclosures as required under the provisions of Listing Regulations, other requisite information, as required, is set out as an Annexure to the Notice/ Annual report.

In the opinion of the Board, Shri P. J. Thomas possesses relevant expertise and experience and is eligible to continue as a Non- Executive/ Independent Director. His association will be of immense benefit and interest to SIDBI.

As per LODR 2015, Regulation 62B (1)(b) "independent director" shall have the same meaning as assigned to it under clause (b) of sub-regulation (1) of regulation 16 of regulations. The regulation 62B includes only non-executive directors, other than nominee directors under its purview.

However, as per Regulation 16, Explanation - In case of a 'high value debt listed entity': (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non-executive directors on its board shall be treated as independent directors. In view of the above, representation has been made to SEBI seeking relaxation and consider all the non-executive directors including nominee directors as independent directors in line with explanation to regulation 16.

Accordingly, in terms of SEBI listing Regulations SIDBI is required to obtain the approval of the members in this regard.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of Shri P. J. Thomas as a "Non-Executive/ Independent Director" of the Bank for a period of three years from November 15, 2024, not liable to retire by rotation.

Except Shri P. J. Thomas, none of the other Directors/ Key Managerial Personnel of SIDBI or their relatives are, in any way, concerned or interested, in the resolution.

EXPLANATORY STATEMENT PERTAINING TO ITEM NO. 6

Pursuant to proviso of Sections 6 (1) (f) of the Small Industries Development Bank of India Act, 1989, Ms. Padmaja Shailen Ruparel has been co-opted by the Board as a Non-Executive/ Independent Director for a period of three years from March 14, 2025.

A brief resume in respect of **Ms. Padmaja Shailen Ruparel** including the disclosures as required under the provisions of Listing Regulations, other requisite information, as required, is set out as an Annexure to the Notice /Annual report.

In the opinion of the Board, Ms. Padmaja Shailen Ruparel possesses relevant expertise and experience and is eligible to continue as a Non- Executive/ Independent Director. Her association will be of immense benefit and interest to SIDBI.

As per LODR 2015, Regulation 62B (1)(b) "independent director" shall have the same meaning as assigned to it under clause (b) of sub-regulation (1) of regulation 16 of regulations. The regulation 62B includes only non-executive directors, other than nominee directors under its purview.

However, as per Regulation 16, Explanation - In case of a 'high value debt listed entity': (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non-executive directors on its board shall be treated as independent directors. In view of the above, representation has been made to SEBI seeking relaxation and consider all the non-executive directors including nominee directors as independent directors in line with explanation to regulation 16.

Accordingly, in terms of SEBI listing Regulations SIDBI is required to obtain the approval of the members in this regard.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of Ms. Padmaja Shailen Ruparel as a "Non-Executive/ Independent Director" of the Bank for a period of three years from March 14, 2025, not liable to retire by rotation.

Except **Ms. Padmaja Shailen Ruparel**, none of the other Directors/ Key Managerial Personnel of SIDBI or their relatives are, in any way, concerned or interested, in the resolution.

EXPLANATORY STATEMENT PERTAINING TO ITEM NO. 7

As per Regulation 62M (read with Regulation 24A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every High Value Debt Listed Entity (HVDLE) shall undertake secretarial audit and shall annex a secretarial audit report given by a company secretary in practice, in such form as specified by the Board, with the annual report of the listed entity. Also, every HVDLE shall submit a secretarial compliance report in such form as specified by the Board to stock exchanges, within sixty days from end of each financial year.

The Board had, at its meeting held on August 08, 2025, considered and recommended to the Members of Bank, the appointment of **M/s. Agarwal S. & Associates**, Company Secretaries, (Firm Unique Code: P2003DE49100) (hereinafter referred to as Agarwal S. & Associates), as the Secretarial Auditors of the Bank for a term of five consecutive years with effect from April 01, 2025 up to March 31, 2030. The appointment shall be valid from the date of the ensuing AGM till the conclusion of the AGM to be held in the year 2030, subject to the approval of Members of the Bank.

Agarwal S. & Associates is a well-known firm of Practising Company Secretaries founded in 2003. The firm has been Peer Reviewed by the Institute of Company Secretaries of India and has a team of four partners. The CS firm Agarwal S. & Associates has been secretarial auditor of NHPC, IFCI, REC, SAIL, PNB at present/ in recent years.

The Board has recommended appointment of Agarwal S. & Associates as Secretarial Auditor, for conducting Secretarial Audit, issuance of Annual Secretarial Compliance Report (including limited quarterly review of compliance status under SEBI Listing and other applicable regulations) at a fee of ₹69,384/- (Rupees Sixty-Nine Thousand Three Hundred and Eighty-Four) including related expenses and all applicable taxes including GST, etc per annum for the period for FY2026 and FY2030. The fee does not include any other payment that may be made by the Bank for availing any other professional services as permissible under SEBI guidelines/ ICSI regulations. Fees for such services may be decided by the management on mutually agreed terms with the secretarial auditor.

The recommendation is based on the eligibility criteria and qualification prescribed under the Act, the rules made thereunder and the SEBI Listing Regulations. While recommending, the Board of Directors have also considered the experience of the firm, capability, audit experience.

Agarwal S. & Associates have given their consent to act as the Secretarial Auditors of the Bank.

They have further confirmed that their aforesaid appointment, if made, would be within the prescribed limits under the Act and Rules made thereunder and the SEBI Listing Regulations. Agarwal S. & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations.

The Board recommends the Resolution at Item No.7 of the accompanying Notice for approval of the Members of the Bank.

None of the Directors, Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the passing of the Resolution at Item No. 7 of the accompanying Notice.

EXPLANATORY STATEMENT PERTAINING TO ITEM NO. 8

Background and context:

Applicable law:

In accordance with Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR Regulations"), "related party transaction" means a transaction involving a transfer of resources, services or obligations between:

- (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or
- (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract:

The provisions of Regulation 62K of the LODR Regulations are applicable to all transactions entered into on or after April 01, 2025. In terms of Regulation 62K of the LODR Regulations, as amended from time to time, any transactions with a related party shall be considered material, if the transaction(s) entered into / to be entered into individually or taken together with the previous transactions during a financial year, exceed the lower of Rs.1,000 crore or 10% of annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

All material related party transactions and subsequent material modifications as defined by the audit committee, shall require prior No-Objection Certificate from the Debenture Trustee and the Debenture Trustee shall in turn obtain No-Objection from the debenture holders who are not related with the Issuer and hold atleast more than fifty per cent of the debentures in value, on the basis of voting including e-voting.

This No-Objection Certificate from Debenture Trustee and debenture holders shall be obtained in respect of listed debt securities issued on or after April 01, 2025.

After obtaining approval of the debenture holders, approval of the shareholders through an ordinary resolution shall be obtained.

If the No-Objection Certificate has been withheld, the matter shall not be taken forward for shareholders' consideration.

In case of outstanding listed debt securities as on March 31, 2025, No-Objection Certificate from Debenture Trustee and debenture holders shall not be required for existing or prospective material related party transactions.

The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned Company and at an arm's length basis.

Applicability to Small Industries Development Bank of India:

Small Industries Development Bank of India ("Bank") has assessed the related party transactions in accordance with Regulation 2(1)(zc) of the LODR Regulations and the Policy on Related Party Transaction of the Bank.

Approval of the shareholders is being sought in respect of Material RPTs that may take place during the FY2026 against the Related Parties as given below.

Details of Material RPTs for which approval of the Members of the Bank is being sought:

SIDBI, being an AIFI, is engaged in providing refinance, resource support, credits, Loans, etc., to various financial intermediaries viz. Banks (including RRBs, UCBs, etc.), NBFCs, PSUs, etc. The extent of exposure to such entities is governed by the approved exposure norms of the Bank and the subsidiaries. The transactions with these entities are tentative in nature and may or may not happen depending on the market conditions, business negotiations and after review, and as per lending/investment policy of the Bank.

Some of the above transactions may fall into the category of RPTs in terms of 2(1) (zb) of the LODR Regulations, due to the shareholding of SIDBI being held by GOI and entities owned/ controlled by it and the presence of common directors nominated by GOI or GOI controlled Institutions. These transactions are repetitive in nature and also in the interest of SIDBI or the subsidiaries to achieve their respective mandate. Accordingly, Omnibus approval has been obtained against these exposures for the FY2026, from the Audit Committee. Actual transactions entered pursuant to this omnibus approval will also be put up for review by the Audit committee during the quarterly meeting of the Committee.

Related party transactions indicated in para above which are approved by Audit Committee, and which conform to the category of material RPTs as per the LODR Regulations,

is accordingly required to be placed for approval before the shareholders of the Bank in the ensuing Annual General Meeting. Approval sought from AGM is subject to the approval from Debenture Trustee (in respect of the new non-convertible securities issued by SIDBI during the current FY since April 01, 2025) as per the LODR Regulation 62K(5).

All related party transactions of the Bank and its subsidiaries are at arm's length and in the ordinary course of business.

It is in the above context that item no. 8 is placed for the approval of the shareholders.

INFORMATION PURSUANT TO SEBI MASTER CIRCULAR DATED NOVEMBER 11, 2024

(Chapter III, Section IIIB)

Summary of information provided by the management to the Audit Committee		
Sr. No.	Particulars Name	Details SIDBI/ MUDRA/ SVCL/ STCL
1	Particulars of RPT / Type of RPT	Exposure as detailed in the resolution including funded and non-funded facilities, etc
2	Material terms of RPT	The terms of transactions are subject to RBI norms and Bank's internal policies for products offered which are applicable to all customers (related/unrelated).
3	Name of the related party	As per the explanatory statement above
4	Relationship with SIDBI/ MUDRA / SVCL /STCL	As per the explanatory statement above
5	Nature of Related Party's concern or interest (financial or otherwise) with SIDBI	As per the explanatory statement above
6	Tenure of the proposed transaction	The related party transactions with the related parties are continuing business transactions, and approval of the shareholders is being sought for transactions for financial year 2025-26.
7	Value of the proposed transaction	Maximum value as per the Exposure norm approved by the Bank as per the explanatory statement above. The transactions with these entities are tentative in nature and may or may not happen depending on the market conditions, business negotiations and after review, and as per lending/ investment policy of the Bank. Some of the above transactions may fall into the category of RPTs, due to the shareholding of SIDBI being held by GOI and entities owned/ controlled by it and the presence of common directors nominated by GOI or GOI controlled Institutions.
8	Consolidated Annual turnover of SIDBI for previous FY	Total Consolidated Income of Rs.40,753 crore in FY2025.
9	Value of RPT as % of SIDBI's annual consolidated turnover for previous FY	It may vary depending upon the actual value of transaction within the exposure norm as per the explanatory statement above.
10	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by SIDBI	
11	Type of transaction (loans/ inter-corporate deposits/ advances or investments)	Exposure as detailed in the resolution including funded and non-funded facilities, etc
12	Source of funds in connection with the proposed RPT at Sr. No. 11	As per the resource plan of the Bank/ Subsidiary as approved by Board
13	If any financial indebtedness is incurred to undertake the above RPT at Sr. No. 11	
14	Nature of indebtedness;	As per the resource plan of the Bank/ Subsidiary as approved by Board
15	Cost of funds mobilised for the RPT	As per the market forces as decided by management of the Bank to meet the funding requirement.
16	Tenure of indebtedness	As per the requirement
17	Applicable terms of the RPT at Sr. No. 11	As per the Loan policy of the Bank and exposure norms as per the explanatory statement above.
18	Covenants of the RPT at Sr. No. 11	As per the Loan policy of the Bank and exposure norms as per the explanatory statement above.

Summary of information provided by the management to the Audit Committee

Sr. No.	Particulars Name	Details SIDBI/ MUDRA/ SVCL/ STCL
19	Tenure of the RPT at Sr. No. 11	As per the Loan policy of the Bank and exposure norms as per the explanatory statement above.
20	Interest rate of the RPT at Sr. No. 11	As per the Loan policy of the Bank and exposure norms as per the explanatory statement above.
21	Repayment Schedule of the RPT at Sr. No. 11	As per the Loan policy of the Bank and exposure norms as per the explanatory statement above.
22	Nature of (the RPT at Sr. No. 11)- Secured/ Unsecured	As per the Loan policy of the Bank and exposure norms as per the explanatory statement above (Both Secured/ Unsecured) subject to RBI guidelines
23	If (the RPT at Sr. No. 11) secured, Nature of Security	As per the Loan Policy of the Bank
24	Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to (the RPT at Sr. No. 11).	As per the Loan Policy of the Bank
25	Justification as to why the RPT is in the interest of SIDBI	These transactions are done in furtherance of the banking business of the Bank to achieve its mandate as per SIDBI Act, 1989 with its customers, which may include Related Parties of the Bank.
26	Copy of the valuation [§] or other external party report, if any such report has been relied upon	Transactions are done at prevailing market rates/fair values, on an arm's length basis and no valuation report as such has been relied upon for these transactions.
27	RPT value as Percentage of the counter-party's annual consolidated turnover (voluntary)	Will vary depending upon the actual transaction with a related party as given in the explanatory statement above.
28	Any other information that may be relevant	
29	Justification for why the proposed transaction is in the interest of the listed entity	

[§] The valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.

As per Clause Section III-B para (C) regarding Validity of omnibus approval for RPTs granted by shareholders, the shareholders' approval of omnibus RPTs approved in an AGM shall be valid up to the date of the next AGM for a period not exceeding fifteen months.

The Members may note that in terms of the provisions of the LODR Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve resolutions under item no. 8.

None of the Directors and Key Managerial Personnel of the Bank or their relatives is concerned or interested in the resolution mentioned in item no. 8 of the Notice.

Accordingly, based on the review and approval of the Audit Committee, the Board of Directors recommends the item no. 8 of the accompanying Notice (by way of an ordinary resolution) to the shareholders for approval.

Head Office

SIDBI Tower, 15, Ashok Marg,
Lucknow-226001

Date: September 18, 2025

Place: Lucknow

By order of the Board of Directors

For Small Industries Development Bank of India

Sd/-

PRAKASH KUMAR

Deputy Managing Director

ANNEXURE**Details of Directors seeking appointment at the Twenty-Seventh Annual General Meeting of Small Industries Development Bank of India as required as per Regulation Listing Regulations.****Directors appointed/ Co-opted after last AGM held on September 25, 2024****I. SHRI LAXMI CHAND MEENA**

Shri Laxmi Chand Meena, a former official of Life Insurance Corporation of India (LIC) had a rich and varied experience in various administrative and marketing assignments in different Branches and Divisions of LIC. During his long career, Shri Meena had a tenure of 3 years as General Manager (Marketing) in Central Office of LIC Housing Finance Ltd. (LIC-HFL) where he stewarded the Marketing functions of LIC-HFL. In the cadre of Executive Director, he had an exposure at National Insurance Academy (NIA), Pune. Thereafter, he joined Management Development Centre (MDC) of LIC at Mumbai and retired as its director. Shri Meena holds a BSc degree.

II. SHRI P J THOMAS

Shri P J Thomas holds a BSc (Hons) in Science, an MBA in Banking and Finance, and is a Certified Associate of the Indian Institute of Bankers. With over 36 years of service as a Central Banker, he began his career at a public sector bank before joining the Reserve Bank of India (RBI), where he served in various roles including Regional Director, RBI Bengaluru. His expertise spans Banking Regulation, Supervision, and Financial Inclusion. Shri Thomas had undertaken overseas training in banking regulation and supervision at prestigious institutions such as the Federal Reserve of New York and Florida, as well as other bodies in Basel, Frankfurt, Kuala Lumpur, and Manila. He also served as RBI's Nominee Director on the Boards of Andhra Bank and Central Bank of India.

III. MS. PADMAJA SHAILEN RUPAREL

Ms. Padmaja Ruparel is a nationally recognized key figure in India's entrepreneurial landscape, known for co-founding institutions such as the Indian Angel Network (IAN) and BioAngels, and for her active role as an angel investor. Her extensive experience covers large corporates, mergers and acquisitions, and early-stage ventures. She has received numerous accolades including being listed among "Most Powerful Women" by leading publications and awarded "Women of the Decade in Investment Banking" by the Women Economic Forum. Ms. Ruparel is a Founding Partner and Senior Managing Partner of IAN's venture capital funds and holds several prominent board and advisory roles with organisations like SIDBI, TDB, IVCA, TiE NCR, and NASSCOM, as well as serving as an Independent Director for various companies.

*** The brief resume and other details of the other directors, as on March 31, 2025, appear in Annexure to the Annual Report.**

Small Industries Development Bank of India

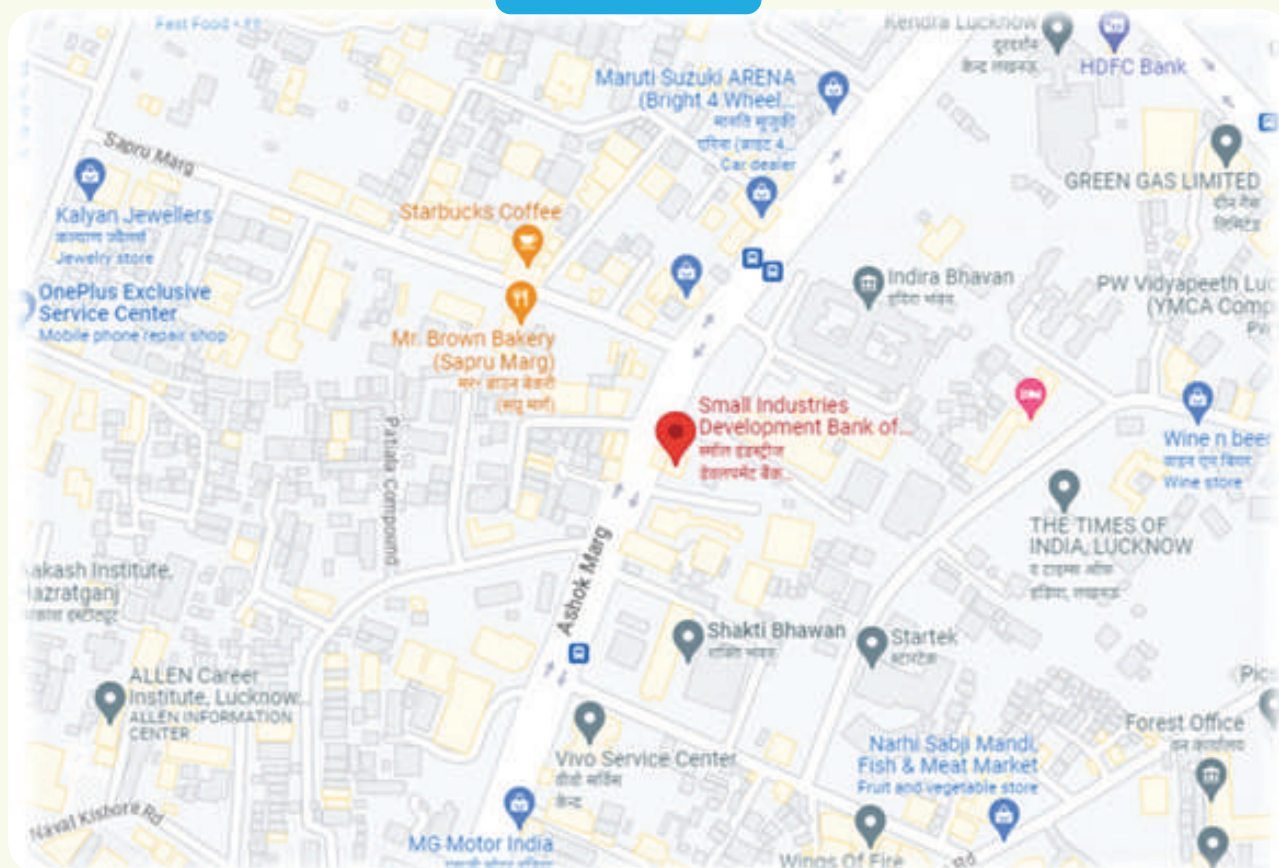
FORM B FORM OF PROXY

(see Schedule VI, Form B sub-Regulation (3) of Regulation 63 of SIDBI General Regulations 2000 under SIDBI Act, 1989)

I/We, resident of.....in the district of.....in the State of.....being a shareholder / shareholders of the Small Industries Bank hereby appoint Shri.....resident of.....in the district.....in the State of.....or failing him, Shriresident ofin the district of.....in the State ofas my/our proxy to vote for me/us on my/our behalf at the meeting of the shareholders of the Small Industries Development Bank of India to be held on theday of.....and at any adjournment thereof.

Signed by the _____ day _____

ROUTE MAP



Route Map of SIDBI Head office, SIDBI Tower, 15 - Ashok Marg, Lucknow, Uttar Pradesh 226001

Directors' Report

For the year ended March 31, 2025

TO THE MEMBERS,

Your Directors are pleased to present the Directors' Report together with Audited Financial Statements for the Financial Year ended March 31, 2025.

1. FINANCIAL PERFORMANCE AT A GLANCE

(₹ crore)

Particulars	Consolidated		Standalone	
	FY2025	FY2024	FY2025	FY2024
CAPITAL & LIABILITIES				
Capital	569	569	569	569
Reserves, Surplus and Funds	39,051	33,578	35,839	31,148
Deposits	2,24,751	2,41,416	1,95,600	2,06,384
Borrowings	3,17,037	2,70,545	3,17,264	2,70,545
Other Liabilities and Provisions	19,504	14,478	18,967	13,875
Total	6,00,912	5,60,586	5,68,239	5,22,521
ASSETS				
Cash and Bank Balances	24,975	33,543	17,672	23,309
Investments	45,354	34,753	46,938	36,410
Loans & Advances	5,23,038	4,84,933	4,96,282	4,56,015
Fixed Assets	280	287	280	286
Other Assets	7,265	7,070	7,067	6,501
Total	6,00,912	5,60,586	5,68,239	5,22,521
Total Income	40,753	34,232	38,511	31,942
Total Expenditure	33,282	27,877	32,113	26,652
Profit Before Tax	7,471	6,355	6,398	5,290
Tax Expense	1,875	1,542	1,587	1,263
Profit after Tax	5,596	4,822	4,811	4,026
Basic/Diluted Earnings Per Share	98.43	84.82	84.62	70.82
Return on Assets (after Tax) (annualised) (%)	0.98	0.96	0.89	0.87
Capital Adequacy Ratio (%)	21.33*	17.86	19.62*	15.94
% of Gross NPA	0.03	0.03	0.04	0.02
% of Net NPA	0.00	0.00	0.00	0.00

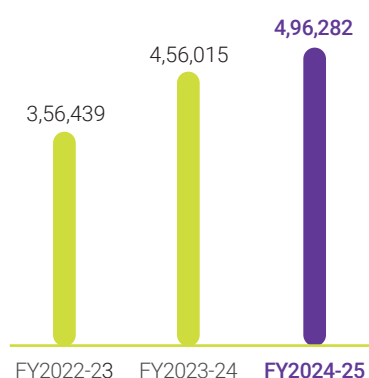
*as per Basel III



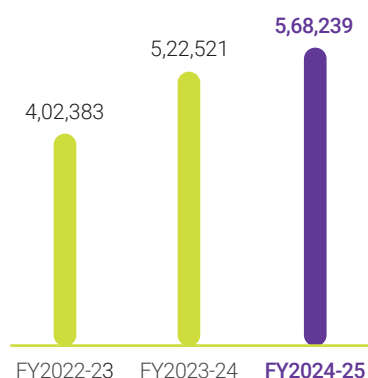
A. STANDALONE:

- i. **Profit:** The Net Profit of the Bank increased by 19.5% to ₹4,811 crore in FY2025 from ₹4,026 crore in FY2024.
- ii. **Net Profit Margin:** The Net Profit Margin marginally decreased in FY2025 and stood at 12.49% vis-à-vis 12.61% during FY2024.
- iii. **Total Income & Expenses:** Total income increased by 20.6% to ₹38,511 crore in FY2025 from ₹31,942 crore in FY2024 and total expenditure increased by 20.5% to ₹32,113 crore in FY2025 from ₹26,652 crore in FY2024.
- iv. **Assets and Loans & Advances:** Total Assets increased by 8.7% to ₹5,68,239 crore in FY2025 from ₹5,22,521 crore in FY2024. 87.3% of the total assets were loans and advances at ₹4,96,282 crore, as of March 31, 2025, against ₹4,56,015 crore, as of March 31, 2024, an increase of 8.8% over FY2024.
- v. **Deposits:** The deposits witnessed a decline of 5.2% and stood at ₹1,95,600 crore in FY2025 from ₹2,06,384 crore in FY2024.
- vi. **Borrowings:** Borrowings increased by 17.3% to ₹3,17,264 crore in FY2025.
- vii. **Shareholders' Returns:** The Earnings per Share (EPS) of the Bank stood at ₹84.62 in FY2025 as against ₹70.82 in FY2024. Return on Assets (after tax) increased to 0.89% in FY2025 from 0.87% in FY2024.
- viii. **Share Capital:** There was no change in the Share Capital of the Bank during the year under review. As on March 31, 2025, the paid-up share capital was at 56,85,41,169 Equity Shares of ₹10/- each. During the year under review, the Bank has not issued any shares with Differential Voting Rights, nor has it granted any Stock Option or Sweat Equity. None of the Directors of the Bank hold any equity shares in the Bank.

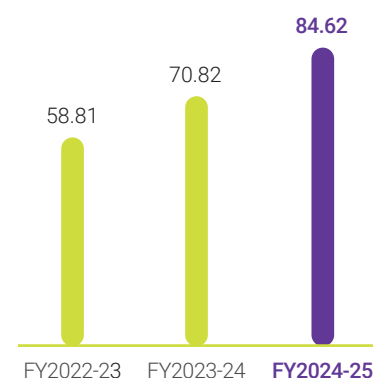
Loans and Advances (₹ crore)



Asset Base (₹ crore)



EPS (₹)



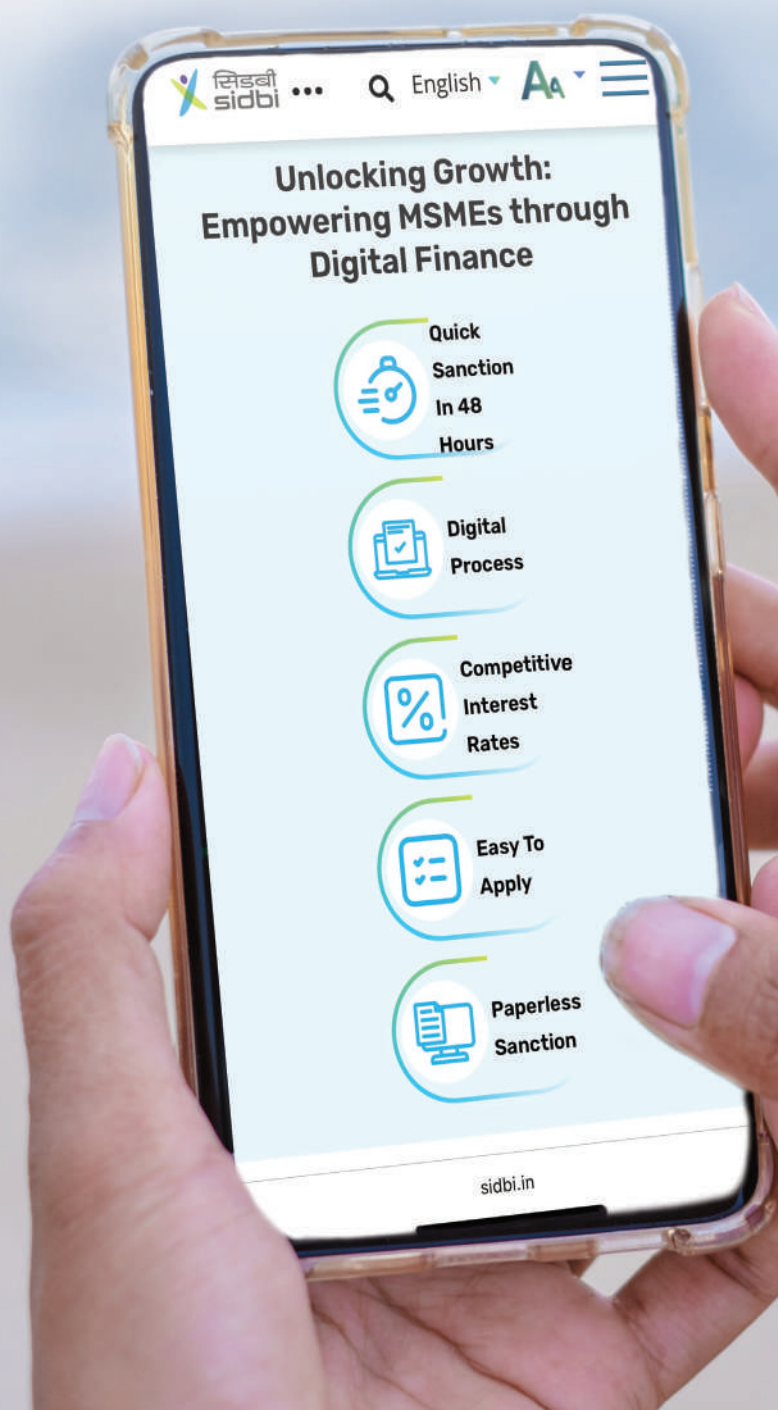
- ix. **Dividend:** The Board of Directors of SIDBI is pleased to recommend a dividend of ₹ 2 per share on 56,85,41,169 equity share of the face value of ₹ 10/- each for FY2025, for consideration of the shareholders.
- x. **Asset Quality metrics:** The Gross NPA and Net NPA of the Bank stood at 0.04% and 0.00%, as on March 31, 2025.
- xi. Capital Adequacy Ratio was at 19.62% at end of FY2025, as per BASEL III.

B. CONSOLIDATED:

- i. Total income of the bank increased by 19.0% to ₹40,753 crore in FY2025 from ₹34,232 crore from FY2024. The Net Profit of the Bank increased by 16.1% to ₹5,596 crore in FY2025 from ₹4,822 crore in FY2024.
- ii. Earnings per Share (EPS) of the Bank increased to ₹98.43 in FY2025 as compared to ₹84.82 in the previous Financial Year.

C. Progress of Implementation of IND-AS:

As per RBI letter dated May 15, 2019, issued to SIDBI, implementation of Ind-AS for AIFIs has been deferred till further notice. Accordingly, financial statements of the bank are continued to be prepared under IGAAP.



Business Performance

A. CORE OPERATIONS AT A GLANCE:

(₹ crore)

Product Segments	Outstanding		YoY Growth %
	FY2024	FY2025	
Direct Credit	26,826	37,781	41%
Refinance to Banks	3,63,101	3,85,327	6%
Refinance to NBFC	55,205	64,189	16%
Refinance to MFI	8,771	6,054	-31%
Cluster Development Fund Scheme	2,111	2,931	39%
Total	4,56,015	4,96,282	9%

I. INSTITUTIONAL FINANCE

Institutional Finance accounts for approximately 92% of loans & advances of the Bank. Outstanding under Institutional Finance was at ₹4,55,570 crore at the end of FY2025.

Refinance to Banks

The Bank extends refinance assistance to augment resources of Primary Lending Institutions (PLIs) to increase flow of credit to MSMEs. The Refinance to Banks' outstanding portfolio was ₹3,85,327 crore as on March 31, 2025, compared to ₹3,63,101 crore in FY2024 registering a Y-o-Y growth of 6.1%.

The refinance portfolio was spread across 50 PLIs, comprising 11 PSBs, 16 PVBs, 6 FBs, 8 SFBs, 7 RRBs and 2 UCBs and number of MSE customers under refinance was around 29.83 lakh.

During the year, disbursements under Refinance to Banks was effected in 40 PLIs benefitting 8.13 lakh MSE customers spread over all the 8 UTs & 28 States and 715 districts (out of 785 districts) in the country. 4 new PLIs were added to the portfolio during the year.

The cumulative disbursement out of MSE Refinance (MRF) since its inception in FY2009 up to FY2025 stood at ₹3,90,217 crore.

Refinance to NBFCs

The NBFC portfolio outstanding of SIDBI as at the end of FY2025 stood at ₹64,189 crore compared to ₹55,205 crore during the previous year, recording an annual growth of 16%. The disbursements during FY2025 benefitted around 4.21 lakh MSME customers. The portfolio was spread across the entire spectrum of NBFCs from AAA to unrated NBFCs.

During the year, the Bank on-boarded 14 new NBFCs and at the end of FY2025, with total outreach under all schemes reaching 118 NBFCs. Further, the Bank extended financial assistance to 46 smaller NBFCs that were rated A and below/unrated.

DEVELOPMENTAL INITIATIVES FOR NBFC SECTOR

- The Bank partnered with Global Alliance for Mass Entrepreneurship (GAME) to launch an NBFC Growth Accelerator Programme (NGAP) aimed at capacity building of smaller/lower rated NBFCs. **In the first cohort, 17 NBFCs were onboarded.**
- The Bank has also adopted the Co-financing mode of lending, with the aim to reach out to wider universe of smaller/lower rated/unrated NBFCs, by leveraging the expertise and experience of Partner NBFCs. Under this arrangement, the Bank provides financing directly to smaller/lower rated/unrated NBFCs (Target NBFCs), which are assisted by Partner NBFCs. **In FY2025, the Bank along with 3 Partner NBFCs have onboarded 5 Target NBFCs.**

Refinance to Micro Finance Institutions (MFIs)

The MFI portfolio outstanding of SIDBI as at the end of FY2025 stood at ₹6,054 crore compared to ₹8,771 crore during the previous year, recording decline of 31%.

During the year, microfinance sector witnessed increased indebtedness among end borrowers, decline in income, etc., resulting in recovery-related stress in MFI loan portfolios. Most of the NBFC-MFIs have made higher loan loss provisions and have written-off loans as a fallout of the stress in the sector.

There has been a decline in the offtake as MFIs laid more focus on their credit underwriting and recovery mechanisms. Given the strong headwinds, the Bank took a conscious call to slow down its intervention in the sector in line with the overall slowdown and strategically brought down the loan portfolio under the segment to align with the sectoral trend.

II. DIRECT LENDING

The Direct Lending portfolio through Branch Network, Partner Institutions and Digital Lending has grown by 41% during FY2025 with outstanding as at end of FY2025 at ₹37,781 crore as compared to ₹26,826 crore as at end of FY2024. The robust growth is primarily due to various structural and product-level interventions, viz., digitisation of entire lending process, introduction of new products, competitive rates, opening of new branches etc.

• Direct Lending-Branch Network

SIDBI extends direct credit through its branch network to MSMEs. Some of the key initiatives under Direct Lending-Branch Network during FY2025 were:



PARTNERSHIPS & COLLABORATIONS

For expanding customer outreach and designing innovative products, the Bank has been entering into partnership with various stakeholders with an objective of reaching out to new segments in MSMEs with focus on customer acquisitions. During the year, Bank entered into MoU with Axis Bank for extending Bank Guarantee to beneficiaries of MSME Customers of SIDBI where state government/beneficiaries do not accept BG issued by SIDBI. The Bank also entered into MoU with Receivables Exchange of India Limited (RXIL) to facilitate lending to the MSMEs registered on RXIL Platform for execution of work orders / acquiring machinery for capex purpose. Apart from the above, the Bank also entered into MoUs with Industry Associations, OEMs etc., to further lending to the MSME sector.



NEW/REVAMPED PRODUCTS

The Bank rolled out new products/product variants which mainly focus on catering to the emergent demands of MSMEs in their revival/growth trajectory. Existing Products such as EXPRESS, SWIFT, SWIFT-FT were revamped/modified keeping in view the market requirements.

To further expand the scope of "Straight through processing (STP)" to cover new to SIDBI customers, the Bank launched a new product viz., "Expedition Process to deliver Rapid Loan through automated evaluation and Swift Sanction (EXPRESS 2.0)" to cater to the machinery/equipment finance requirements of MSMEs. The product framework envisages automated evaluation based on Financial Income & Trade (FIT) / CIBIL MSME Rank (CMR)/ JOCATA composite index of the entity and CIBIL credit vision score of promoters.



OPENING OF NEW BRANCH AND REGIONAL OFFICES

Pursuant to the announcement by the Hon'ble Finance Minister in the Budget speech, SIDBI has opened 26 New branches during FY 2024-25, taking the total of number of branches of SIDBI to 127 during FY2025, serving 176 MSME clusters in aggregate. The new branches will ensure better direct credit access to MSMEs located in the underserved regions and will also focus on micro loans, collateral-free business loans, machinery loans, etc.

THE NEW PRODUCTS ROLLED OUT BY THE BANK ARE

- **Cashflow-Based Assistance to MSMEs in Defence and related sectors (CASH Defence)** for facilitating short/medium term financial assistance to eligible MSME units for executing urgent confirmed defence work orders.
- **EDGE i.e. Encouraging MSMEs to purchase new DG sets**, under which term loan assistance for purchase of standalone DG Set (including first level accessories) was introduced to adopt cleaner environment measures.
- **Assistance for Modernization & Renovation of Hotels, Restaurants and other Enterprises in the MSME sector (MORE)** scheme to cater to the demand in the services sector, particularly Hotels, Restaurants, other MSMEs.
- **Assistance for Growth and Rejuvenation Oriented Investment in Agro-based Industries (AGRI-AI)** was launched to support MSMEs in non-farm sector engaged in processing Horticulture, Floriculture, Agriculture including Food Processing.
- **Assistance for TReDS onboarded MSMEs (ATOM)** introduced to offer term loan assistance scheme for purchase of machinery/ equipment through a Digital Loan journey for MSME vendors registered, onboarded and active on TReDS Platform.

DIRECT LENDING-PARTNER INSTITUTIONS

To enhance outreach among MSMEs with focus on Informal Micro Enterprises (IMEs), SIDBI partnered with various financial intermediaries for extending direct credit leveraging the expertise and large network of channel partners viz., NBFCs, MFIs, Fintechs, BCs, etc.

Key operations undertaken include:

PRAYAAS Scheme

- SIDBI's Prayaas scheme provides assistance of ₹50,000 - ₹5,00,000 to Informal Micro Enterprises (IMEs) through a *phygital* journey. The scheme has so far disbursed loans of over 3.15 lakh to IMEs with over 85% women beneficiaries. During FY2025, disbursement of amount ₹2,029 crore was undertaken with cumulative disbursements under the scheme at ₹5,792 crore for the period upto FY2025.

- SIDBI engaged with State Rural Livelihood Missions (SRLMs) and state-level agencies to implement Individual Enterprise Scheme (IES) through Cluster Level Federations (CLFs) by leveraging established SHGs and facilitating their members access to larger individual enterprise scheme.
- Under the IES, each CLF could onboard its eligible members requiring individual loans in the range of ₹50,000- ₹2,00,000. During the year, 28 CLFs were sanctioned limits and over 800 borrowers were sanctioned loans under IES aggregating over ₹10 crore.

Co-lending operations

- Under co-lending arrangement with NBFCs, the Bank aims to provide affordable credit to smaller MSMEs, especially new borrowers. During FY2025, disbursement of amount ₹1,791 crore was undertaken with cumulative disbursements under the scheme at ₹2,080 crore for period upto FY2025 to 6,924 loans.

Purchase of Loan Assets from NBFC by way of Direct Assignment

- SIDBI, through direct assignment has helped NBFCs / HFCs in providing immediate liquidity enabling them to meet their funding requirement to assist more customers.
- During FY2025, ₹1,157 crore was disbursed with cumulative disbursement, upto FY2025, of ₹1,206 crore through various NBFCs/HFCs and MSME Pool buy-out of 4,887 loans.

Credit Delivery Arrangement (CDA)

- Credit Delivery Arrangement with NBFCs is an arrangement to amplify reach through structured arrangement with a few NBFCs, to provide assistance to retail customers, by utilising their specialisation and reach.
- During the year, ₹65 crore was disbursed under this arrangement with various NBFCs with cumulative disbursement reaching ₹699 crore for 2,712 loans.

With the above initiatives the direct lending through partner institutions portfolio nearly doubled with outstanding at the end of FY2025 at ₹5,760 crore, registering YoY growth of 98%.

DIRECT LENDING - DIGITAL

Apart from the digital products such as EXPRESS that is extended through the branch network, the Bank scaled up financing under GST Sahay and TReDS.

GST Sahay

- SIDBI launched a reference GST Sahay App using Open Credit Enhancement Network (OCEN) and Account Aggregator (AA) frameworks. The app facilitates 'on tap' invoice-based (cash flow based) small value credit to micro enterprises as a paperless journey from origination to repayment using trade data from GSTN, bank information through AA, Credit bureau status, e-sign, e-stamping, e-NACH, etc.
- During the year, the overall progress under GST Sahay program has been encouraging, recording good traction with sanction of credit limits aggregating ₹600 crore to more than 1,750+ customers, disbursement of ₹315 crore with number of invoices financed exceeding 15,000+. Over 250+ JAKs and 52 FPSs have been sanctioned the facility for financing their purchases from PMBI and B2B platform respectively.

- Further, the Bank introduced a digital business loan product (₹25 lakh) to cater to the diverse financial requirements of enterprises. This product, built leveraging GST Sahay infrastructure, can be easily accessed through a mobile app or website, and harnesses the power of technology to ensure a seamless, paperless, and efficient loan approval process. The business loan product streamlines the entire digital loan processing journey, from application submission to loan approval, resulting in reduced turnaround time and improved customer convenience.

TReDS

- SIDBI has been operating through 3 TReDS platforms i.e. RXIL, M1xchange & InvoiceMart. SIDBI is amongst the Top 7 financiers among 73 Financiers on RXIL platform. The number of buyers limits also increased to 138 in FY2025 compared to 62 in the previous year.

The digital lending portfolio i.e., GST Sahay and TReDS registered a year-on-year growth of 52% with outstanding as at end of FY2025 at ₹2,170 crore.



GREEN FINANCING

SIDBI is involved in green finance initiatives to assist MSMEs in implementing sustainable practices. The institution has established a framework for advancing green financing within the MSME sector. Over time, SIDBI has gained experience and gathered insights through work with MSMEs related to sustainability efforts.

This is being implemented through two key schemes: the Green Finance Scheme (GFS) and the End-to-End Energy Efficiency Finance Scheme (4E). These two green credit products target the financial needs of energy efficiency, renewable energy, clean transport, circular economy/ waste management and adaptation projects. While the GFS caters to the financing needs of green project loans, the 4E scheme promotes investment in energy efficiency and renewable energy requirements for the brownfield/ existing enterprises. The green finance portfolio stood at ₹12,293 crore as at end of FY2025 contributing around 41% of the branch lending portfolio.

1106 GWh/annum

Energy savings

2.95 Mn tons of CO₂ per

Reduction of GHG emission

Since FY2022,

9500+

MSMEs assisted

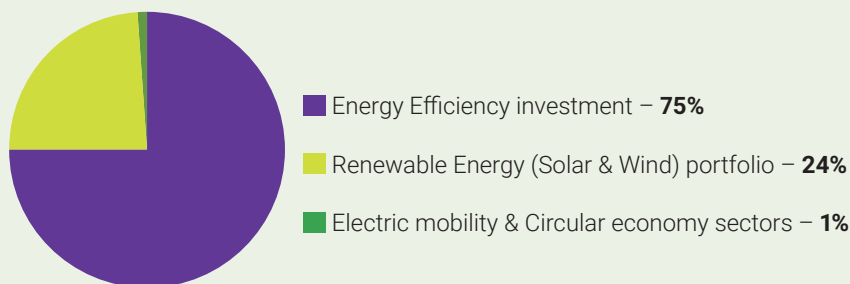
₹ 16,600+ Crore

Sanctioned

₹ 12,290+ Crore

Outstanding

SIDBI Green Finance Portfolio



Strengthening the Renewable Energy Segment

RE Segment	No. of Loans	Sanctioned Amount (₹ crore)	Capacity Added (MW)
PV Solar Rooftop	1813	2292	590
PV Ground mounted	349	1653	425
Wind Energy	36	282	35
Total	2198	4227	1050



Implementation of MoMSME Schemes – MSE-GIFT and MSE-SPICE

SIDBI is the implementing agency for MSE Green Investment and Financing for Transformation (MSE GIFT) and MSE Scheme for Promotion and Investment in Circular Economy (MSE-SPICE) of MoMSME. The schemes encourage sustainable, eco-friendly practices and renewable energy use in Micro and Small Enterprises (MSEs) by offering interest subventions or subsidies, for investing in green technologies. During the FY2025, out of the total green loan extended, 1958 green loans have been covered under MSE-GIFT Scheme of Ministry of MSME (being implemented by SIDBI) for providing Interest Subvention (IS), out of which 560+ MSMEs have since availed the Interest Subvention.

Risk Mitigation Strategy

SIDBI has operationalized thematic Risk Sharing Facility (RSF) on Energy Efficiency, Municipal Solid Waste and Electrical Vehicles. It is enhancing bankability and improved flow of credit to innovative/ emerging sectors / segments.

- a) **Partial Risk Sharing Facility for Energy Efficiency (PRSF)** - PRSF implemented by SIDBI (supported by World Bank) is being replicated in multiple countries and has been picked as one of the 12 global models by OECD during COP 28. As on date, PRSF has been able to catalyse ESCO market with the investment of approx. USD 138 Mn with loan amount guaranteed to 83 projects of worth USD 84 Mn, leading to energy saving of 385 GWh/ yr. and emission reduction of 0.30Mn tCO₂/ p.a.
- b) **EV-RSF (- SIDBI is running a Risk Sharing Facility for Electric vehicles, supported by Shell Foundation. The risk-sharing facility in the form of a second loss facility is being used to cover the EV loans sanctioned by financial institutions.** It is estimated that around 8762 tCO₂ are saved, per annum, with the 1904 EVs supported under EV-RSF, with a portfolio size of ₹68.21 crores covering 10 guarantees issued under the facility.
- c) **MSW-RSF** - Under Risk Sharing Facility for Municipal Solid Waste (MSW) supported by GiZ, a total of 7 guarantees have been issued till date, supporting total projects of ₹147.73 crores and a portfolio coverage of ₹36.39 crores.

Multilateral funds mobilized by SIDBI in FY 2024-25:

SIDBI is one of the Accredited Entity (AE) and Direct Access Entity of Green Climate Fund (GCF) and has positioned itself as one of the most suited DFI to channelize the climate funds directly for its project or anchoring the programs in the role of AE. Avaana Sustainability Fund (ASF) is a USD 120 Mn venture capital fund that aims to invest in early-stage climate technology companies in India. SIDBI has been instrumental in getting financial support of USD 24.5 million from Green Climate Fund (GCF) for the ASF program. In addition, GCF has sanctioned a loan of USD 200 Mn which will be blended with co-finance from SIDBI of up to USD 800 Million to finance the MSMEs for their green interventions. SIDBI has also availed green line of credit (LoC) from KfW (USD 150 Mn) and AFD (USD 100 Mn) for scaling up Green investment in MSME Sector and is continuously partnering with bilateral / multilaterals to scale up green investment in MSME sector.

GRiT (Green Inclusivity)

SIDBI is developing smart clusters through EE Intervention. The initiative, called GRiT (Green Inclusivity), works through ESCO route where ESCOs are deployed to conduct workshops on energy efficiency and detailed energy audits in MSMEs.

This leads the MSMEs to fine tune their operations and invest in energy efficient technology, which is supported by Bank finance.

Venture Debt / Seed Fund through incubators

Start-up Venture Debt Scheme: The framework for venture debt to MSMEs/Startups launched by the Bank in FY2023 was scaled up significantly during FY2024 and FY2025. During FY2025, disbursements of ₹298 crore was undertaken with outstanding growing 2X to ₹402 crore as at end of FY2025.

Supporting India of tomorrow - Seed Fund through incubators:

The Bank's unique model for seed funding of impactful and product/IP-driven startups, in partnership with incubation centres resulted in increased coverage under the sanctioned seed fund corpus of ₹121 crore to across 16 incubators. The corresponding sanction to startups, increased from 1 with sanction of ₹2 crore in FY2023, to 71 startups with sanction of ₹41.58 crore in FY2025. This also included sanctioning an additional ₹13 crore to 3 incubators for defence sector startups during FY2025, taking cumulative sanction under defence sector to ₹38 crore to 8 incubators.



III. SIDBI CLUSTER DEVELOPMENT FUND

- Availability of financial resources is a major constraint for infrastructure development in MSME clusters. To bridge the gap, Government of India entrusted SIDBI with a low-cost fund - "SIDBI Cluster Development Fund (SCDF)," wherein the Bank is supporting State / Union Territory Governments towards development of Infrastructure for MSME clusters.
- Under SCDF, the Bank has committed funds of ₹6,836 crore across 158 projects facilitating State/ UT governments, to create/upgrade infrastructural facilities in the new/existing MSME Clusters.
- During the year, a variety of projects for MSME cluster infrastructure development have been covered under SCDF. The outstanding under the portfolio as on March 31, 2025, stood at ₹2,931 crore.
- As of March 31, 2025, 15 states and 2 UTs have availed assistance under SCDF.

IV. EQUITY FINANCE

Under Fund of Funds, SIDBI contributes to SEBI-registered Venture Funds/AIFs, which must invest a specified portion of their corpus in MSMEs/startups per the scheme's mandate.

Fund of Funds operations:

- **Fund of Funds for Startups (FFS):** The Fund of Funds for Startups has a corpus of ₹10,000 crore and contributes to SEBI-registered venture funds/AIFs. The FFS has achieved gross commitments of ₹11,808 crore across 153 AIFs, thereby surpassing the original allocation target. This milestone was achieved well ahead of initially envisaged timeline of March 2026.
- **ASPIRE Fund of Ministry of MSME, Government of India:** SIDBI is managing the ASPIRE Fund worth ₹310 crore which is aimed at supporting startups in the agri and rural industries' sector. Total commitment of ₹217.50 crore has been made under the scheme.

State Fund of Funds:

Odisha Startup Growth Fund:



The fund was operationalised during FY2024 and as against present allocation/corpus of ₹100 crore, SIDBI has already committed ₹100 crore to 5 AIFs, ensuring full deployment of the available allocation.

Bihar Startup Scale-up Financing Fund:



Operationalised in FY2024, the fund has a present corpus of ₹50 crore. Out of this, SIDBI has committed ₹17 crore to 4 AIFs to support startup investments in the state.

Fund of Funds for Maharashtra:



With corpus of ₹100 crore, the fund of funds was operationalised in FY2025 for Maharashtra-based startups.

Uttar Pradesh Startup Fund:



The Government of Uttar Pradesh launched a startup fund worth ₹1,000 crore, managed by SIDBI. Last FY, the government released an additional ₹100 crore for facilitating contribution to various AIFs encouraging them to invest in startups, taking the total amount of fund released to ₹325 crore. During FY2025, ₹250 crore was committed under the scheme.

Above Maps are not to scale. For Illustrative purpose only.

Operations under India Microfinance Equity Fund (IMEF):

The Government of India launched IMEF to provide equity support to smaller microfinance institutions (MFIs) to promote economic empowerment and financial inclusion. The Bank actively engaged with self-regulatory organisations and conducted outreach events in Ahmedabad and Kolkata, targeting MFIs in Western, Central, Eastern and North-Eastern regions. Consequently, ₹15 crore was sanctioned to 12 MFIs in FY2025.

B. RISK MANAGEMENT

The Bank has established a thorough Risk Management System that covers various areas such as Credit Risk Management, Market Risk Management, Operational Risk Management, Internal Capital Adequacy Assessment Process, Information Security Risk and Business Continuity Management.

The Bank's Risk Management Committee monitors and manages the risks involved in its activities.

The Bank has following Risk Management Policies in place for various associated risks and its mitigation – Enterprise Risk Management (ERM) Policy, Security & Collateral Management Policy, Market Risk Management Policy (MRMP), Operational Risk Management (ORM) Policy, IT Security Policy, Cyber Security Policy, Business Continuity Management (BCM) Policy, Internal Capital Adequacy Assessment Process (ICAAP) Policy, Country Risk Management Policy, Assets Liability Management (ALM) Policy, Liquidity Management Policy, Investment Policy, Internal Control Guidelines for Derivatives (ICGD), Model Validation Policy and Basel-III Disclosure Policy.

Initiatives during the year:

BASEL-III implementation:

The Policies of the Bank have been reviewed and updated as per RBI Master Directions on BASEL III which has also been approved by the Board. Necessary systems for CRAR Computation have been put in place and disclosures under Pillar 3 under BASEL III have been made. The Bank has implemented Basel III guidelines w.e.f. April 1, 2024.

Adoption of a new digital tool and automation:

The Bank has successfully integrated a new digital tool aimed at enhancing the loan underwriting process and credit rating mechanism. It is achieved

through subscription-based services, which covers two key components viz:

- An AI-based financial spreading tool which provides the users access to financial analysis in customised financial templates by fetching financial data from audited financial results, ensuring accuracy, reliability.
- An online due diligence platform which provides 360° risk assessment by access to database of companies available with MCA / SEBI / EPFO / other regulators, allowing users to conduct comprehensive background checks.

Revamping and Strengthening of Early Warning Signals (EWS) platform:

The EWS mechanism in the Bank has been revamped and strengthened in line with RBI Master Directions dated July 15, 2024 ensuring better regulatory compliance and effective risk management system.

Market Risk Management Initiatives:

The Bank introduced quarterly Contingency Funding Plan and stress testing with monthly review along with introduction of review of liquidity on weekly basis for meeting liabilities during the week.



C. NPA MONITORING

SIDBI has been laying emphasis on maintaining quality of portfolio and recovery from NPA accounts. A Board-level 'Recovery Review Committee' (RRC) is constituted to review all individual NPA cases having principal outstanding of ₹5 crore and above and SMAs, restructured accounts on quarterly basis. In addition, Board reviews the status of all NPAs, recoveries

against NPAs, fresh slippages, details of reliefs granted, compromise settlements and prudential/actual write offs, on quarterly basis.

Recovery of ₹286 crore was made during FY2025, while Gross NPA of the Bank at the end of FY2025 stood at ₹183 crore (as against ₹100 crore in FY2024), Net NPA was Nil (as against Nil in FY2024).

D. PUBLICATIONS AND OUTREACH

SIDBI aims to reduce information asymmetry and support policymakers through knowledge products published with Credit Bureaus, etc., in multiple Indian languages.

Understanding Indian MSME Sector:



The report provides insights into the Indian MSME sector based on a survey of 2,097 MSMEs across 19 sectors in manufacturing, services, and trading. It covers key challenges such as access to finance, technology adoption, competition, compliance, market access, infrastructure, supply chain, and skilled labour availability. The report also broadly estimates the credit gap for the MSME Sector in addition to providing valuable perspectives on the MSME sector.

MSME Pulse:



An initiative by SIDBI-Transunion CIBIL, tracks credit health of MSMEs, offering insights to institutional lenders and stakeholders.

Microfinance Pulse:



A SIDBI-Equifax quarterly report on credit trends in the Microfinance sector providing data-backed policy insights on the sector.

SUMPOORN:



An MSME Economic Activity Index – Sumpoorn designed by SIDBI and Jocata. This MSME specific high frequency indicator captures the economic activity of India's growth engine with regards to MSMEs.

Sustainability Perception Index (SPeX):



SIDBI - D&B designed an Index to provide a comprehensive overview of the sustainability landscape in the Indian MSME sector by assessing the internal and external factors that shape sustainability perception of businesses on three dimensions, namely – Awareness, Willingness, and Implementation of sustainability measures.

MSME Outlook Survey:



A quarterly pan-India survey of about 1,200 MSMEs on parameters ranging from business performance to availability of skilled labour, employment generation, capacity addition, financial access, cost of funds, ease of doing business, etc., to capture the MSMEs' assessment of current business situation and the future expectations. The survey aims to address the critical data gap in the sector by producing MSME Business Confidence Index (M-BCI) and MSME Business Expectations Index (M-BEI).

E. DIGITAL INTERVENTIONS FOR MSME SECTOR

Technology is being used by SIDBI to support the MSME sector. The Bank has been digitalising its decision-making and lending processes as well as implementing digital interventions in the ecosystem. Some of the important digital projects undertaken by the Bank are:

MSME Formalisation project: Udyam Assist Platform

- Udyam Assist Platform (UAP) launched by SIDBI with Minister of MSMEs, GoI on January 11, 2023, to facilitate registration of Informal Micro Enterprises (IMEs) i.e., micro enterprises not registered under the GST regime through identified Designated Agency (DA).
- During FY2025, 45 new Designated Agencies (DAs) comprising Regulated Entities like Banks, NBFCs, MFIs, etc. onboarded UAP taking their overall number on UAP to over 215. Further, over 99 lakh unique IMEs were registered through UAP taking the aggregate number of unique IMEs registered on UAP to over 265 lakh.

Stand Up Mitra & Udyamimitra Portals (Twin Portals) (www.udyamimitra.in/ www.standupmitra.in)

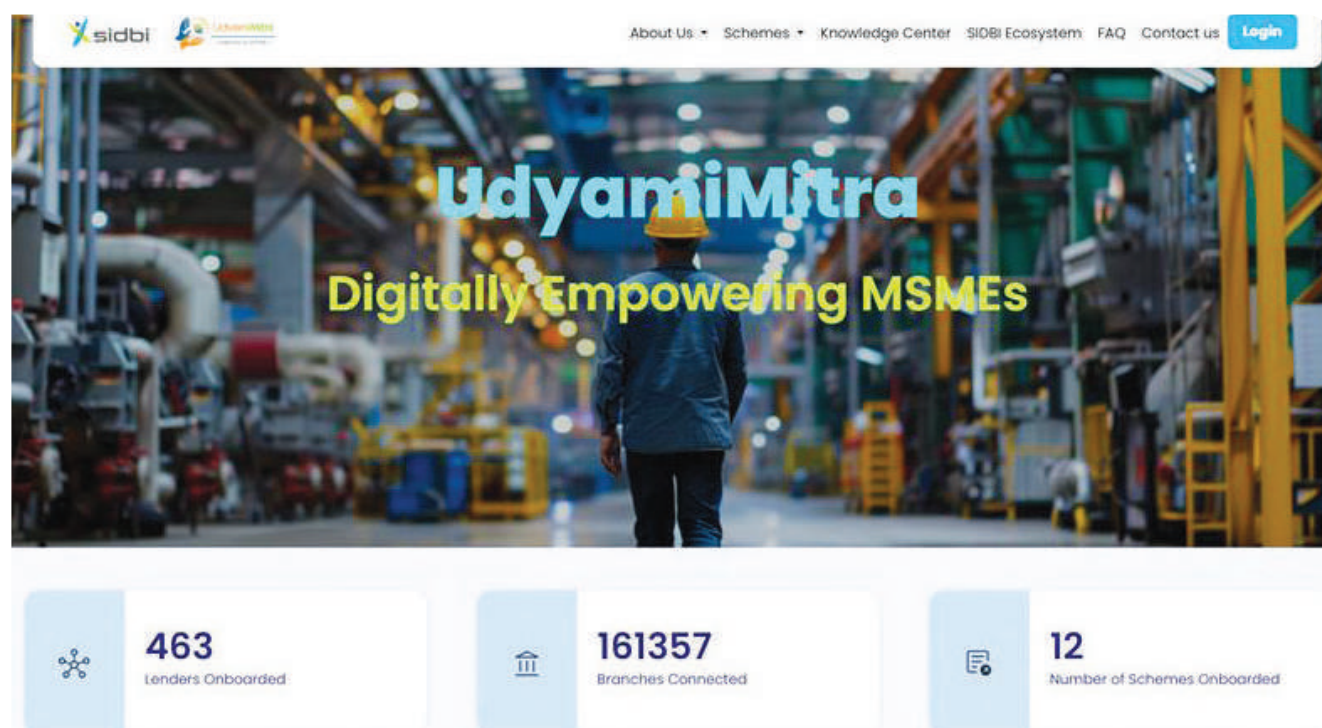
SIDBI, with support from DFS, has developed and maintained the Standup India and Udyamimitra portals under the Standup India program since 2016. Over 460 banks, NBFCs, and MFIs, connecting over 1.8 lakh branches, are registered on the portal. The Udyamimitra portal was revamped to enable SIDBI's digital implementation of various credit/MSME schemes under different ministries, with customised workflows for multiple stakeholders. This plug-and-play model reduced onboarding time and enhanced program efficiency.

Some of the Flagship and impactful onboarded schemes using the UdyamiMitra Portal and Architecture are PMSVANidhi, PM Vishwakarma, Stand Up India, National Livestock Mission, Animal Husbandry Infrastructure Development Fund etc. SIDBI also created separate portals for different government programs, allowing for customised branding and easy integration with Udyamimitra, making it a valuable digital asset for SIDBI.



THE PORTALS FOR VARIOUS PROGRAMS ARE LISTED ON THE BELOW-MENTIONED PLATFORM:

Name of Program	Name of Ministry	Program portal
Stand Up India	Department of Financial Services - Ministry of Finance	https://portal.standupmitra.in/
National Livestock Mission	Department of Animal Husbandry & Dairying - Ministry of Fisheries, Animal Husbandry & Dairying	https://nlm.udyamimitra.in/
Animal Husbandry Infrastructure Development Fund	Department of Animal Husbandry & Dairying - Ministry of Fisheries, Animal Husbandry & Dairying	https://ahidf.udyamimitra.in/
Production Linked Incentive (PLI) Scheme for Pharma	Department of Pharmaceuticals, Ministry of Chemicals and Fertilisers	https://pli-pharma.udyamimitra.in/
Production Linked Incentive (PLI) Scheme for Telecommunications	Department of Telecommunications, Ministry of Communications	https://pli-telecom.udyamimitra.in/
PM SVANidhi	Ministry of Housing and Urban Affairs	www.pmsvanidhi.mohua.gov.in
PM Vishwakarma	Ministry of Micro Small & Medium Enterprises	https://pmvishwakarma.gov.in/
Strengthening of Pharmaceutical Industry	Department of Pharmaceuticals, Ministry of Chemicals and Fertilisers	https://spi.udyamimitra.in/
Assistance to Medical Device Clusters for Common Facilities	Department of Pharmaceuticals, Ministry of Chemicals and Fertilisers	https://amdcf.udyamimitra.in/
Vendor Connect Portal	Department of Telecommunications, Ministry of Communications	https://vendorconnect.udyamimitra.in/
Swavalamban Challenge Fund	Small Industries Development Bank of India	https://scf.udyamimitra.in/
Swavalamban Connect Kendra	Small Industries Development Bank of India	https://sck.udyamimitra.in/



sidbi Udyam Mitra

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Udyam Mitra

Digitally Empowering MSMEs



463
Lenders Onboarded



161357
Branches Connected



12
Number of Schemes Onboarded

F. FACILITATOR ROLE

SIDBI also plays a key role in managing the various government schemes of the Government of India. Some of the major programs are listed below:

PM SVANidhi

The Ministry of Housing and Urban Affairs (MoHUA), Government of India, has been implementing the Prime Minister Street Vendor's AtmaNirbhar Nidhi (PM SVANidhi) since June 1, 2020, to provide microcredit to urban street vendors impacted by COVID-19.



PM Vishwakarma

Ministry of Micro Small & Medium Enterprises (MoMSME) implements PM Vishwakarma scheme which aims to enhance the quality and reach of products and services by artisans and craftspeople.

Production Linked Incentive (PLI) Schemes

SIDBI manages PLI Schemes for Pharmaceuticals (₹15,000 crore) and Telecom (₹12,195 crore).



Scheme for Strengthening of Pharmaceuticals Industry – SPI

Department of Pharmaceuticals (DoP), Ministry of Chemicals and Fertilisers is nodal agency for the scheme. The SPI Scheme (₹500 crore till FY 2025-26) supports productivity in pharma clusters and MSMEs.



National Livestock Mission (NLM) Scheme and Animal Husbandry Infrastructure Development Fund (AHIDF) Scheme

SIDBI is the implementing partner for National Livestock Mission (NLM) Scheme and Animal Husbandry Infrastructure Development Fund (AHIDF) Scheme being implemented by Department of Animal Husbandry and Dairying, Ministry of Fisheries, Animal Husbandry and Dairying (DAHD). SIDBI also plays the role of fund channelising agency for NLM Scheme.



Common Facilities for Medical Devices Cluster Scheme (CFMDC)

SIDBI is the Project Management Agency (PMA) of the scheme being implemented by Department of Pharmaceuticals (DoP), Ministry of Chemicals and Fertilisers.



Special Credit Linked Capital Subsidy Scheme (SCLCSS)

SCLCSS offers a 25% capital subsidy for SC/ST MSEs upgrading technology. Since the launch of the Scheme, capital subsidy claims aggregating ₹218.94 crore to 1,846 units have been released through SIDBI.



G. PROGRAMMES FOR DEVELOPMENT & IMPACT

- i. In line with its mandate of Development Financial Institutions (DFI), SIDBI plays a prominent role in promotion and development of MSMEs to address various non-financial challenges of MSMEs.
- ii. The outcome of various activities of the Bank under **Mission Swavalamban** for the year are summarised as under:

Outreach: **3,05,500+**

Persons Trained: **75,400+**

Enterprise/Livelihood set up: **32,300+**

Credit Connect: **18,870+**

Market Connect: **8,140+**



Brief of some of the initiatives are given as under:

1

Intervention for Development of Industry Associations

The Bank has launched a program for development of Industry Associations in industrial clusters across India.

The program addresses challenges faced by Industry Associations through “soft” interventions like providing Business Support Executives for guidance and training, and “hard” interventions for office infrastructure development.

2

Micro Enterprise Promotion Programme (MEPP)

MEPP (erstwhile Rural Industries Programme – RIP) is an integrated programme for the creation of employment through micro-enterprises promotion. During FY2025, 1,149 units have been grounded, credit connect provided to 902 beneficiaries along with handholding support.

3

Swavalamban Challenge Fund (SCF)

SCF is a competitive digital mechanism to crowd-source innovative and outcome-driven solutions to development challenges. Since 2021, three SCF windows have been launched and received over 1,100 applications nationwide. In FY2025, over 7,000 beneficiaries have been mobilised and trained, 1,400+ enterprises/ livelihood have been generated, 340+ beneficiaries provided with formal credit and over 1,200 beneficiaries supported for market linkage.

4

Women Livelihood Generation Programme

SIDBI Supported Friends of Women’s World Banking, India for implementing the Women Livelihood Generation Programme (WLGP) involving the participation of 1,500 women from low-income households to create Livelihood/ Nano/Micro-enterprises in 2 districts each in Assam, Meghalaya and Nagaland.

5

SWARAJ (Skilling Women and Youth with Indian Army in Jammu & Kashmir)

The project aims towards capacity building of 1,000 unemployed youths across 200 villages of the Rajouri and Poonch districts of J&K. Under the project, 750+ beneficiaries have been given skill training.

6

Establishing a Chair for Centre of Financial Inclusion at NI-MSME Campus, Hyderabad

SIDBI and CGTMSE set up a chair for Centre of Financial Inclusion (CFI) at the National Institute for Micro, Small and Medium Enterprises (NI-MSME) campus, Hyderabad with an objective to create awareness on financial literacy and credit counselling to MSEs, disseminate knowledge on financial prudence and develop formal & systematic credit avenues. In addition to the above, SIDBI has established chairs at Vivekananda Global University, Jaipur and Government Engineering College, Thrissur.

SIDBI Cluster Intervention Programme (CIP)

- The program has been launched with the intent to strengthen MSMEs in select clusters through design & implementation of strategies and access of MSMEs to various business development services. The intervention aims to make select clusters self-sustainable and develop them as role models with a strong demonstration effect.
- The Bank has also adopted Thematic BDS Cluster Intervention Programs (CIP) in 20 Clusters (5 clusters concluded in August 2024). 180 Plus interventions were undertaken in these clusters during FY2025.

H. CSR INITIATIVES

SIDBI Swavalamban Foundation (SSF): SIDBI Swavalamban Foundation (SSF), registered as a section-8 company, undertakes the Corporate Social Responsibility (CSR) activities by providing grant support to various non-profit organisations viz., Charitable Trust, Society, Cooperative, SHG Federation, Producer Organisations who cater to bottom of the pyramid with special emphasis on creating positive impact on the lives of informal workers, women, divyangjan, underprivileged youth, tribals, elderly population etc.

In FY2025, SSF's programs transformed over 19,000 underserved lives, empowering 50% of women mainly from rural areas, tribals, SC/ST including Nursing field.



Some of the impactful CSR activities undertaken by SSF during FY2025 are as under:

Sustainable Livelihood for Underprivileged Women:

'EV Taxi Driver Training Program': The project involves training of 250 underprivileged women as Electric Vehicle (EV) taxi drivers in the Delhi-NCR and Bangalore. The intervention has enabled the women to learn EV driving skills and obtain driving licenses.

Setting up 'Bamboo Craft Innovation Hub' with tribal communities in Andhra Pradesh:

The project to set up a Bamboo Craft Innovation Hub is being implemented at Chintapalli Mandal, ASR district, Andhra Pradesh to provide skill upgradation of 2,000 tribal youth for manufacturing of bamboo articles/products.

Skilling and Livelihood generation for underprivileged women as "Medical Nursing Assistant" in Mumbai:

The project is organising skill development programmes for 200 women from underprivileged section of society where these women beneficiaries are receiving training to work as "Medical Nursing Assistant" (MNA).

Facilitating Artisans enterprise through promoting various artforms:

The project is engaging artisans actively into an enterprise development program in Madhubani art form, Sujani embroidery tradition and Sikki grass craft, and will thereby institutionalise 300 women artisans into Producer Company, creation of supply chain etc.

'Clinic on Wheels': Under the Sanjeevani Project, a series of impactful activities focussed on enhancing the well-being of rural communities in far-flung hilly areas were carried out along with providing essential medical services at no cost in the rural areas of Sikkim, Gangtok.

Further, SSF supported NGO's for organising Health camps in Maha Kumbh Mela 2025 at Prayagraj and also facilitated to set up Water ATMs.



I. INTERNAL AUDIT MANAGEMENT

The Bank conducts Risk-Based Internal Audits (RBIA) of Branch Offices, Regional Offices, and Head Office Verticals, along with IS Audits, Special Audits of fraud cases, and Compliance Audits. The Bank has also introduced Concurrent Audit mechanism through external CA firms in all BOs having direct credit operations.

J. HUMAN CAPITAL MANAGEMENT

As on March 31, 2025, the Bank had on its rolls 1,091 permanent employees comprising 1,013 Officers, 64 Class III employees and 14 subordinate staff.

The employees include 260 (23.83% of total strength) from OBC category, 32 belonging to Persons with Disabilities (PwD) category and 1 employee in Ex-servicemen category. Further, 183 employees (16.77% of total strength) belong to SC category and 83 employees (7.6% of total strength) belong to ST category.

The strength of women employees in the Bank is 227 (20.80% of the total strength). The Bank has always been an equal-opportunity provider for women and has implemented impartial and fair practices for enabling career progression.

With the sustained growth in business and to address the manpower requirement, the Bank focussed on recruitment of experienced professionals on regular basis while hiring on contractual basis for specialised functions and on outsourced basis for backend & operational

support. The Bank initiated the process of recruitment of 50 Grade 'A' Officers, 10 Grade 'B' Officers, 6 Grade 'B' Officers in System Stream and 6 Grade 'B' Officers in Legal Stream. These Officers are expected to join in Q1 of FY2026.

The Bank remains committed to enhancing the skills and competencies of employees through structured training programmes. During the FY, the Bank made a total of 1,989 nominations to 122 external as well as in-house training programmes, which also include 14 foreign training programmes. Out of the total, 283 nominations were of women employees. Further, 305 nominations were for employees belonging to SC category and 159 nominations were for employees belonging to ST category. These nominations covered 961 employees of the Bank.

Prevention of Sexual Harassment - Internal Complaints Committee:

The Bank promotes a positive, safe and respectful workplace for its women employees. As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Bank has in place Internal Complaints Committees at Chennai, Kolkata, Lucknow, Mumbai and New Delhi for redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. During the year, no complaint of sexual harassment was received by the Internal Committees.





K. INFORMATION TECHNOLOGY

The IT operations are crucial for the financing, non-financing and administrative activities of the Bank. The Bank has enabled end-to-end digitisation of operations and added value for the MSME Ecosystem by implementing several Platform & Ecosystem projects. The online loan application module was revamped to offer a more effective user interface through auto filling of various information fetched from various APIs. Bank implemented powerful BI and visualisation tools to deliver business metrics and insights for monitoring and tracking portfolio performance at various levels. Apart from the above, the partner lending applications / systems were designed and implemented for receipt and processing of applications.

Further, to ensure cyber resilience of the Bank, Cybersecurity and Business Continuity Management (BCM) training were conducted. Further, awareness alerts and workshops were organised. The Bank also initiated annual Red Team exercises to identify vulnerabilities, assess business risks, and evaluate the effectiveness of its defences.

L. IMPLEMENTATION OF THE OFFICIAL LANGUAGE POLICY IN THE BANK

A total of 102 Official Language Implementation Committees were constituted in various offices of the Bank. During the year, 99% of the correspondence in

region 'A', took place in Hindi, while it was 94% and 81% in the region 'B' and 'C' respectively. The percentage of Hindi notings in the above three regions stood at about 90%, 86% and 79%, respectively. Further, a total of 35 Hindi Workshops were organised in the various offices of the Bank during the year. Inspection relating to the Official Language Implementation in 32 offices and 8 verticals of the Bank were also carried out during the year.

M. IMPLEMENTATION OF RIGHT TO INFORMATION ACT, 2005

The Bank has designated a Central Public Information Officer (CPIO), Alternate Central Public Information Officer, Central Assistant Public Information Officers and First Appellate Authority and Alternate First Appellate Authority, in terms of Right to Information Act, the details of which are available on the Bank's website. In terms of the directives of Central Information Commission (CIC), the Bank has also designated a Transparency Officer for the better implementation of Section 4 of the Act with a view to promoting congenial conditions for timely response by CPIO to RTI queries.

During the financial year 2025, the Bank received 225 applications seeking various information and all the applications were disposed of as per the provisions of the Act within stipulated time.



N. VIGILANCE

The Bank lays emphasis on the preventive and proactive vigilance aspects and has been taking several initiatives for strengthening the systems and procedures to promote efficiency and transparency. Preventive Vigilance Committees at the Regional level and a Central level "Vigilance Committee at Head Office" have been set up to review the preventive vigilance measures. An "Internal Advisory Committee on Vigilance" scrutinises the complaints or cases arising out of inspections, audit reports, staff accountability reports, etc. and furnishes its recommendations to the Chief Vigilance Officer (CVO) regarding the existence or otherwise of the vigilance angle in the issues examined by it.

As a part of Anti-Fraud sensitisation programme, the modus operandi of frauds is shared by Fraud Management Cell (FMC) of the bank with the Zonal Offices/Regions/Branches from time to time.

The Internal Audit reports of the branches are reviewed and the key compliance-related issues are escalated for immediate rectification.

During the year, various sensitisation programmes, poster making, essay/slogan competitions etc. were conducted on areas like preventive vigilance, integrity/probity in public life, transparency etc.

O. COMPLIANCE

The Bank ensures compliance of functions, regulatory requirements etc., through Board-approved compliance policy. The Bank monitors various regulatory / statutory returns through Compliance Monitoring Systems (CMS). Besides, gist of important RBI circulars is circulated internally for ensuring compliance of guidelines.

To enhance compliance in customer due diligence, the Bank automated KYC functions with the SIDBI KYC application module. Further, a provision of Video-based KYC has also been implemented in the existing KYC Module of the Bank. This module serves as a common platform for all business applications, integrating with 'Protean' (erstwhile NSDL) for PAN validation, UIDAI for Aadhaar authentication, MCA for Corporates' CIN No., Udyam Registration portal for fetching entity's registration and address details; and storing KYC documents digitally. Further, a provision of Video-based KYC has also been implemented in the existing KYC Module of the Bank.

P. SUBSIDIARY & ASSOCIATES – CREATING IMPACT, NATIONWIDE

Micro Units Development & Refinance Agency Limited ('MUDRA'):

MUDRA was established as a wholly-owned subsidiary of the Bank on April 8, 2015. MUDRA had sanctioned an amount of ₹15,658 crore in FY2025 as against ₹19,560 crore during FY2024 to various Member lending Institutions (MLI) like PSU Banks, Pvt Sector Banks,

Regional Rural Banks (RRB), Small Finance Banks (SFB), Microfinance Institutions (MFI) and Non-Banking Financial Companies (NBFC). The disbursement for FY2025 stood at ₹15,329 crore vis-à-vis ₹19,512 crore during FY2024.

Pradhan Mantri MUDRA Yojana (PMMY)

Lending under PMMY focuses on the unfunded segments of the Micro Enterprises by granting the loans in the following 4 categories to enable them to contribute significantly to nation's GDP:

**Loans up to ₹50,000
(Shishu)**

**Loans above ₹50,000/- and
up to ₹5 lakh (Kishor)**

**Loans above ₹5 lakh/- and up
to ₹10 lakh (Tarun)**

**Loans up to ₹20 lakh (Tarun Plus) (for
those entrepreneurs who have availed
and successfully repaid previous
loans under the 'Tarun' category)**

In FY2025 (Provisional figure), a disbursement target of ₹6 lakh crore was assigned to Banks/NBFCs/MFIs (Member Lending Institutions), against which ₹5.09 lakh crore has been disbursed to ₹4.89 crore accounts (including renewals and enhancements).



SIDBI Venture Capital Limited (SVCL):

SVCL was established in 1999 as an Investment Management Company for managing Venture Capital Funds (VCFs) / Alternative Investment Funds (AIFs). Over the years, SVCL has evolved into a leading institutional investment management company in India having focus on the MSMEs in India. Since inception, SVCL has continued to provide growth capital to high-quality, growth-oriented MSMEs across diversified sector.

SVCL, has set-up eleven Funds viz. National Venture Fund for Software and Information Technology Industry (NFSIT) since fully divested and closed, SME Growth Fund (SGF), India Opportunities Fund (IOF), Samridhi Fund (SF), TEX Fund (TF), West Bengal MSME VC Fund (WBF), Maharashtra State Social Venture Fund (MSF) which are fully invested and under divestment phase, Ubharte Sitaare Fund (USF), Assam Start-up Venture Capital Fund (ASVCF), Tripura Start-up Venture Capital Fund (TSVCF) and Atmanirbhar Start-up Venture Fund (ASVF) which are currently in investment phase.

SIDBI Trustee Company Limited (STCL):

STCL was established in 1999 to carry out the trusteeship functions in general and for VCFs / AIFs. STCL, at present, is acting as the Trustee for National Venture Fund for Software and Information Technology Industry (NFSIT), SME Growth Fund (SGF), India Opportunities Fund (IOF), Samridhi Fund (SF), TEX Fund (TF), West Bengal MSME VC Fund (WB Fund), Maharashtra State Social Venture Fund (MS Fund), Ubharte

Sitaare Fund (USF), Assam Start-up Venture Capital Fund (ASVCF), Atmanirbhar Start-up Venture Fund (ASVF) and Tripura Start-up Venture Capital Fund (TSVCF).

SIDBI Swavalamban Foundation (SSF), a distinct arm of SIDBI registered as a Section 8 company, undertakes the Corporate Social Responsibility (CSR) activities by providing grant support to various non-profit organisations viz., charitable trusts, societies, cooperatives, SHG Federations, Producer Organisations, etc. which cater to the bottom of the pyramid sections and sub-sections of the society. During FY2024-25, SSF supported programmes transformed over 19,000 underserved lives, empowering women mainly from villages and far-flung areas, tribals, SCs/STs, etc.

ASSOCIATE COMPANIES

Credit Guarantee Fund Trust for Micro and Small Enterprises (Trust Jointly set up by Ministry of MSME and SIDBI).

Credit Guarantee Fund Trust for MSEs, set up in 2000, operates the Credit Guarantee Scheme (CGS) for MSEs in respect of credit facilities up to ₹5 crore (since increased to ₹10 crore w.e.f. 01.04.2025) extended by member lending institutions (Banks, FIs, NBFCs, MFIs, etc.) that are not backed / partially backed by collateral security and/or third-party guarantees.

CGTMSE has approved more than 27 lakh guarantees worth ₹3 lakh crore plus during FY2025. This marks a significant growth of 57% in number of guarantees and 51% increase in the guaranteed amount compared to FY2024. The cumulative number of guarantees approved stood at 1.15 crore worth ₹9.34 lakh crore generating employment of around 303 lakh.



Guarantees approved in FY2025 stood at ₹3,05,507 crore

Number of guarantees approved in FY2025 – 27,15,275

Cumulative amount of guarantees at ₹9.34 lakh crore

Ceiling of guarantee coverage enhanced from ₹5 crore to ₹10 crore

Acuité Ratings & Research Limited (Acuité) -

Acuité Ratings & Research Limited is India's first MSME focussed rating agency incorporated in 2005 and is now a full-service credit rating agency accredited by RBI and registered with SEBI.

Acuité has assigned more than 10,100+ credit ratings (as on March 31, 2025) to various securities, debt instruments and bank facilities of entities spread across industries in India.

India SME Asset Reconstruction Company Ltd. (ISARC) -

ISARC is an asset reconstruction company mainly for MSME debts of banks/institutions. SIDBI has since exited from this company.

Receivables Exchange of India Ltd. (RXIL) -

Established in 2016, is a SIDBI-NSE joint venture operating the MSME online Trade Receivables Discounting Platform (TReDS) for discounting of bills of MSMEs for supplies to large corporates and thereby addressing the issue of delayed payment/liquidity issues of MSMEs.

As of March 31, 2025, RXIL has onboarded 40,000+ MSMEs and helped finance over 80 Lakh invoices worth ₹1,75,000+ crore. In FY2025, total throughput achieved of ₹80,457 crore as compared to FY2024 of ₹46,541 crore, growth up by 73%. Total MSMEs onboarded on RXIL TReDS platform as of March 31, 2025, are 40,344.

India SME Technology Services Ltd. (ISTSL) -

ISTSL was conceived as a "Technology Bank" for providing support to MSMEs for accessing technologies and enabling technology transfer.

Looking to the limited operations of ISTSL, an application for its voluntary liquidation was filed under Insolvency and Bankruptcy Code [IBC], 2016. However, the application for reviving the operations of the company has been accepted by NCLT. The company is in the process to re-orient its business strategy in consultation with the stakeholders.

Online PSB Loans Ltd.-

Fintech foray of a SIDBI-led consortium of Public Sector Banks, OPL has launched many tech/digital solutions for benefit of MSMEs. It offers digital in-principle sanction of assistance up to ₹500 lakh to MSMEs.

Q. MANAGEMENT DISCUSSION & ANALYSIS (MDA) REPORTS

In terms of compliance with the SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations 2018, following ratios have changed by more than 25%, as per details given below:

Financial Ratios	FY2025	FY2024
Amount of Gross NPA (₹ crore)	183	100
Amount of Net NPA (₹ crore)	0	0
% of Gross NPA	0.04	0.02
Net Profit Margin	12.49%	12.61%

- The amount of Gross NPA has increased to ₹183 crore in FY2025 and accordingly, the percentage of gross NPA has increased to 0.04%.
- The net profit margin has decreased to 12.49% in FY2025.

R. CORPORATE GOVERNANCE

In compliance with Regulation, no. 15 to 27 of SEBI (LODR) Regulations, 2015, and disclosure requirements of corporate governance norms as specified for the High Value Debt Listed Entities applicable to the Bank, Corporate Governance report form part of this Annual Report.

During the year under review no penalty has been paid by the Bank in respect of the compliance pertaining to SEBI (LODR), 2015.

S. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Bank has not entered into any materially significant related party transactions with its Promoters, Directors or Management, their subsidiaries or relatives, etc., that may have potential conflict with the interest of the Bank at large. The Bank has complied with applicable rules and regulations prescribed by stock exchanges, SEBI, RBI or

any other statutory authority pertaining to contracts/ arrangements/transactions entered by the Bank with its related parties. Disclosure of transactions with related parties is set out in Note No. [16] of Standalone Financial Statements, forming part of the Annual Report & Annexures thereto.

T. AUDITORS AND AUDITORS REPORT

M/s J. Kala & Associates (FRN: 118769W), were appointed as Statutory Auditors of the Bank for FY2025. There are no qualifications, reservations or adverse remarks in audit report for the period under review.

U. SECRETARIAL AUDIT REPORT

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board has appointed M/s Deep Shukla & Associates (FCS 5652), Practicing Company Secretaries to undertake the Secretarial Audit of the Bank for FY2025. The Secretarial



Audit report for the financial year ended March 31, 2025, as provided by M/s Deep Shukla & Associates, Practicing Company Secretaries is enclosed as a part of Corporate Governance report. According to the Secretarial Audit report, SIDBI has complied with the relevant provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., subject to certain observations. The management clarified that, compliance was in FY2025 on "comply or explain" basis and will become mandatory from April 1, 2025.

As stipulated in Reg. 24A of SEBI (LODR), the Secretarial Audit Report of MUDRA for the financial year ended March 31, 2025, as provided by M/s. Rajkumar R. Tiwari, Practicing Company Secretary is enclosed. According to the Secretarial Audit report, MUDRA has complied with relevant provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

V. RESPONSIBILITY STATEMENT

The Board of Directors hereby states that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- Applicable accounting policies has been applied consistently and judgements and estimates made are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Bank as on March 31, 2025, and of the profit and loss of the Bank for the year ended on that date;
- Applicable accounting policies has been applied consistently and judgements and estimates made are reasonable and prudent, so as to give a true and fair view

of the state of affairs of the Bank as on the 31st March 2025, and of the profit and loss of the Bank for the year ended on that date; Proper and sufficient care has been taken for the maintenance of adequate accounting records, for safeguarding the assets of the Bank and preventing and detecting frauds and other irregularities;

- Annual accounts have been prepared on going concern basis;
- The internal financial controls to be followed by the Bank have been laid down and that such internal financial controls are adequate and have been operating effectively; and
- Proper system has been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENT

The Directors acknowledge the valuable support, guidance and co-operation received from the DFS, MoF and MoMSME, Government of India, RBI, SEBI and other government and regulatory agencies. The Directors thank all the valued clients, shareholders, bankers and financial institutions, World Bank, FCDO, JICA, KfW, GiZ, IFAD, AFD, ADB, for their patronage and support. The Directors also place on record their appreciation for the contributions made by outgoing directors Shri G. Gopala Krishna, Shri Krishna Singh Nagnyal and Ms. Nupur Garg. Directors also express their appreciation for the dedicated and committed team of employees of the Bank.

For and On Behalf of Board of Directors of the Bank
Chairman & Managing Director

Corporate Governance Report

1. SIDBI PHILOSOPHY ON CORPORATE GOVERNANCE:

Small Industries Development Bank of India (SIDBI) established under SIDBI Act, 1989 is governed by SIDBI Act, 1989, SIDBI Regulations, 2000 and RBI Circular dated April 26, 2021, on Corporate Governance in Banks – Appointment of Directors and Constitution of Committees of the Board. Being a High Value Debt listed entity (having listed value of non-convertible Debt Securities of more than ₹ 500 crore), Regulation no. 15 to 27 of SEBI (Listing Obligations & Disclosure Requirements, LODR) Regulations, 2015 are also applicable apart from other provisions of LODR 2015 as amended from time to time.

SIDBI is committed to values, ethical conduct, transparency in dealing, contribution towards social causes and considering stakeholder's interest in the fair conduct of business. SIDBI believes that good governance is an integral element for its business and growth. Governance goes beyond compliance with the statutory and regulatory requirements and aims to safeguard, maintain and enhance shareholders' wealth.

The Report on Corporate Governance for the financial year ended March 31, 2025 containing, inter-alia, the matters as specified in Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is presented hereunder:

2. BOARD OF DIRECTORS:

The Small Industries Development Bank of India Act, 1989 (the SIDBI Act) was enacted by the Parliament to establish the Small Industries Development Bank of India ('SIDBI'). The Constitution of the Board including procedure related to appointment of Executive and Non-Executive Directors, their duties and function are prescribed under the Act.

The Board is headed by Chairman and Managing Director appointed by Government of India, Department of Financial Services under the provision of section 6 (1) (a) of the SIDBI Act. Two whole-time directors designated as Deputy Managing Directors are appointed under section 6 (1) (b) by Government of India. Government of India also nominates two government officials as nominee directors in the category of non-executive directors under section 6 (1) (c) of the SIDBI Act. Three directors are nominated under section 6 (1) (d) of the SIDBI Act in the prescribed manner by the public sector banks, the General Insurance Corporation, the Life Insurance Corporation and other institutions owned or controlled by the Central Government. Three directors including one director from the officials of the State Financial Corporations, nominated by the Central Government under section 6 (1) (e) of the SIDBI Act, from amongst the persons having special knowledge of, or professional experience in, science, technology, economics, industry, banking, industrial co-operatives, law, industrial finance, investment, accountancy, marketing or any other matter, the special knowledge of, or professional experience which would, in the opinion of the Central Government, be useful for SIDBI and a maximum number of four directors in terms of percentage of shareholding to be elected by the other shareholders under section 6 (1) (f) of the SIDBI Act, provided that Board may co-opt such number of Directors not exceeding four, in case the shareholding of does not permit such election of four directors. The SIDBI Act doesn't provide for 'retire by rotation' of its directors.

i. Composition and Category of Directors:

As on March 31, 2025, SIDBI Board comprised 3 executive directors and 9 non-executive directors. There is no relationship amongst directors *inter-se*.

Name of the Director	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Cessation
Shri Manoj Mittal, Chairman and Managing Director	Chairperson/Executive	27/07/2024	26/07/2027
Shri Sudatta Mandal, Deputy Managing Director	Executive	03/05/2021	02/05/2026 or until further orders, whichever is earlier
Shri Prakash Kumar, Deputy Managing Director	Executive	07/11/2023	06/11/2026 or until further orders, whichever is earlier
Dr. Rajneesh, Government Director	Non-Executive/ Nominee	22/02/2023	Until further orders
Shri Manoj Muttathil Ayyappan, Government Director	Non-Executive/ Nominee	06/08/2024	Until further orders
Shri Anindya Sunder Paul, Nominee of State Bank of India	Non-Executive/ Nominee	03/08/2023	Until further orders
Shri Laxmi Chand Meena, Nominee of Life Insurance Corporation of India	Non-Executive/ Nominee	28/10/2024	Until further orders
Shri Manikumar S, Nominee of National Bank for Agriculture & Rural Development	Non-Executive/ Nominee	01/01/2024	Until further orders
Shri Amit Tandon, Co-opted Director	Non-Executive/ Independent	08/08/2021	07/08/2027
Shri Jitender Kalra, Co-opted Director	Non-Executive/ Independent	13/02/2024	12/02/2027
Shri P. J. Thomas, Co-opted Director	Non-Executive/ Independent	15/11/2024	14/11/2027
Ms. Padmaja Shailen Ruparel, Co-opted Director	Non-Executive/ Independent	14/03/2025	13/03/2028

Note: Pursuant to and in accordance with explanation provided under Regulation no. 16 (1) (b) (Independent Director) it may be mentioned that SIDBI being a 'high' value debt listed entity and composition of the Board of SIDBI is mandated to constitute in terms of section 6 of the SIDBI Act, 1989. Accordingly, the Non-Executive directors on the board of SIDBI shall be treated as independent directors in SIDBI. However, Proviso to regulation 62B (1)(b) of LODR 2015, which became effective from 27.03.2025 (on mandatory basis for the High Value Debt listed Entity), excludes the nominee directors from the list of independent directors and read as under:

"Provided that in case of a listed entity which is a body corporate, mandated to constitute its board of directors in the manner specified under the law under which it is established or is an entity set up under the public private partnership model/structure, the Non-Executive directors, other than a nominee director of such entity on its board of directors, shall be treated as independent directors."

In view of the Statutory provisions as per SIDBI Act, 1989, forbearance from the Compliance of the requirements as per 62B (1)(b) of LODR 2015, is being sought from SEBI.

ii. Details of Skills/Expertise/Competencies possessed by the Directors who were part of the Board on 31st March 2025 were as follows:

SIDBI Board as on March 31, 2025, is heterogeneous and with mix of experience, qualifications, gender, skill set and expertise. The table below summarises Board of Directors' skills sets and attributes hereinbelow.

Name	Qualifications	Skills/Expertise/Competencies
Shri Manoj Mittal	B. Tech (Mechanical), PGDBM, CAIIB, Post Graduate in Economics	Governance & Leadership, Management, Economics, International Exposure & Relationships, Finance, Banking & Non-banking.
Shri Sudatta Mandal	B-Tech. (Electrical) and PGDM (Finance)	Asset & Risk Management, Compliances, Strategy, Accountancy, Finance, Banking, Trade and Investment Finances, Project Finance, SME lending, Cluster Development, Management & Administration, Governance & Leadership
Shri Prakash Kumar	B. Tech in Chemical Engineering, Master in Financial Management	Strategy, Finance, Project Finance, SME Financing, NBFC and Microfinance Financing, Risk Management, Resource Management, NPA Management, Business Process Re-engineering, MSME Financing & Development, Management & Administration, Governance & Leadership
Dr. Rajneesh	Masters in Economics & International Law and PhD	Finance, MSME Financing, SME Lending, Financial Analysis, Trade Finance, Risk Management, Stress Account Management and Credit Operations
Shri Manoj Muttathil Ayyappan	MBA	Finance, MSME Financing, SME Lending, Financial Analysis, Trade Finance, Risk Management, Stress Account Management and Credit Operations
Shri Anindya Sunder Paul	M.Sc	Strategy, Finance, Project Finance, SME Financing, Risk Management, Resource Management, NPA Management, MSME Financing & Development, Retail Banking, Management & Administration, Governance & Leadership
Shri Laxmi Chand Meena	B.Sc	Governance & Leadership, Management, Personnel & Industrial Relationship, Administration & Marketing, Insurance Sector
Shri Manikumar S	B.Com, CAIIB, FCMA, Adv. PGDCA, MBA (Finance), MS (Banking)	Credit Planning, Financial Management, Rural Innovations, Microfinance and Financial Inclusion, Integrated Risk Management, Human Resource Transformation, Banking Technologies, Start-up Investments and structuring of new financial products, Strategic Planning and Product Innovations
Shri Amit Tandon	BA (Hons), MBA and M. Phil	Governance & Leadership, Merchant Banking, Project Finance, Economics, Management, Corporate Law matter
Shri Jitender Kalra	B.Sc (Engineering) and MBA	Enterprise and Livelihood Promotion, Financial Literacy, Skill Development, Rural Transformation and Regenerative Agriculture, Cluster Development, Policy Framing, Organisational Transformation, Management & Administration, Governance & Leadership
Shri P. J. Thomas	B.Sc (Hons.), MBA and CAIIB	Governance & Leadership, Banking and Finance, Banking Regulations, Banking Supervision & Financial Inclusion, Economics, Management
Ms. Padmaja Shailen Ruparel	BA (English Honours), MBA (DIP), Chartered Accountancy (Intermediate)	Governance & Leadership, Management, Merger & Acquisition, Startups, Investment Banking, Alternate Investment Fund.

The table below outlines the key attributes and skills of the directors, in accordance with the SIDBI Act of 1989, categorised under broad parameters such as industrial and technical knowledge, relevant experience, and governance & leadership.

Name of Director	Industrial and Technical Knowledge	Experience	Governance & Leadership
Shri Manoj Mittal	✓	✓	✓
Shri Sudatta Mandal	✓	✓	✓
Shri Prakash Kumar	✓	✓	✓
Dr. Rajneesh	✓	✓	✓
Shri Manoj Muttathil Ayyappan	✓	✓	✓
Shri Anindya Sunder Paul	✓	✓	✓
Shri Laxmi Chand Meena	✓	✓	✓
Shri Manikumar S	✓	✓	✓
Shri Amit Tandon	✓	✓	✓
Shri Jitender Kalra	✓	✓	✓
Shri P. J. Thomas	✓	✓	✓
Ms. Padmaja Shailen Ruparel	✓	✓	✓



iii. Details of Membership/Chairmanship of Directors in the Board/Committees of other listed entities:

Name of Director	Name of Listed Entity other than SIDBI in which the Director is a member of the Board	Name of the Board/ Committee in other listed entity where the Director is Chairman/Member	Category of Directorship in other listed entities
Shri Manoj Mittal	Nil	NA	NA
Shri Sudatta Mandal	Nil	NA	NA
Shri Prakash Kumar	Nil	NA	NA
Dr. Rajneesh	Nil	NA	NA
Shri Manoj Muttathil Ayyappan	Bank of India	Audit Committee – Member	Non-Executive (Independent Nominee Director)
	National Bank for Financing Infrastructure and Development (NaBFID)	Nomination and Remuneration Committee	Non-Executive (Nominee Director)
Shri Anindya Sunder Paul	Nil	NA	NA
Shri Laxmi Chand Meena	Nil	NA	NA
Shri Manikumar S	Nil	NA	NA
Shri Amit Tandon	Nil	NA	NA
Shri Jitender Kalra	Nil	NA	NA
Shri P. J. Thomas	Nil	NA	NA
Ms. Padmaja Shailen Ruparel	Ester Industries Ltd.	(i) Audit Committee – Chairperson	Non-Executive (Independent Director)
		(ii) Risk Management Committee - Member	
		(iii) Nomination & Remuneration Committee - Chairman	
		(iv) Stakeholders Relationship Committee - Chairman	

Notes:

- None of the Directors on the Board is a director/independent director of more than 7 listed entities including high value debt listed entities.
- None of the whole-time directors/managing director is an independent director in more than 3 listed entities.
- None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees, across all listed entities in which he/she is a director
- There is no relationship amongst directors inter-se.
- None of the Non-Executive Directors hold shares and Convertible Securities of SIDBI as on March 31, 2025.

iv. Change of Director during the Financial Year 2025:

The changes in the composition of the Board during the year are given hereunder:

Name	Date of Appointment	Date of Cessation (in case of resignation)	Remarks (viz. Reasons for Change etc.)
Shri Manoj Mittal	27/07/2024	-	Appointment: Government of India, vide its notification dated July 26, 2024, appointed Shri Manoj Mittal as Chairman & Managing Director.
Shri Manoj Muttathil Ayyappan	06/08/2024	-	Nominated: Government of India, vide notification dated August 6, 2024, nominated Shri Manoj Muttathil Ayyappan as its nominee Director on the Board of SIDBI vice Shri Bhushan Kumar Sinha.
Shri Laxmi Chand Meena	28/10/2024	-	Nominated: LIC vide its letter dated October 10, 2024, nominated Shri Laxmi Chand Meena as its nominee Director on the Board of SIDBI in place of Shri K. S. Nagnyal.
Shri P. J. Thomas	15/11/2024	-	Co-opted: The Board at its 224 th meeting held on November 14, 2024, co-opted Shri P. J. Thomas as Director for a period of three years from November 15, 2024.
Shri Padmaja Shailen Ruparel	14/03/2025	-	Co-opted: The Board of Directors approved co-option of Ms. Padmaja Shailen Ruparel as a Director for a period of three years from March 14, 2025.
Shri Sivasubramanian Ramann	-	18/04/2024	Cessation: Completed tenure of CMD as per Gol notification dated April 07, 2021.
Shri Bhushan Kumar Sinha	-	05/08/2024	Cessation: Consequent upon Government of India nominating Shri Manoj Muttathil Ayyappan on the Board in his place, he ceased to be a member of the Board.
Shri K. S. Nagnyal	-	27/10/2024	Cessation: Consequent upon LIC nominating Shri Laxmi Chand Meena on the Board in his place, he ceased to be a member of the Board.
Shri G. Gopala Krishna	-	10/08/2024	Cessation: Completed his tenure on August 10, 2024.
Ms. Nupur Garg	-	03/02/2025	Cessation: Completed her tenure on February 3, 2025.

v. Meetings of the Board of Directors:

As per the SEBI regulation, a meeting of the Board shall be held at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings.

No. of meetings held during the Financial Year: 04 (Four)

Date of meetings: 29/05/2024, 13/08/2024, 14/11/2024 and 07/02/2025

Name of Directors	Number of Meetings entitled to attend after Appointment/ Nominations/Co-option	Number of Meetings Attended	Attendance in the last AGM held on 25/09/2024
Shri Manoj Mittal	3	3	Yes
Shri Sudatta Mandal	4	4	Yes
Shri Prakash Kumar	4	4	Yes
Dr. Rajneesh	4	1	-
Shri Manoj Muttathil Ayyappan	3	3	-
Shri Anindya Sunder Paul	4	2	-
Shri Laxmi Chand Meena	2	2	-
Shri Manikumar S	4	3	-
Shri Amit Tandon	4	3	Yes
Shri Jitender Kalra	4	4	-
Shri P. J. Thomas	1	1	-
Ms. Padmaja Shailen Ruparel	0	0	-
Name of Director who were part of the Board during the financial year and ceased to be members of SIDBI Board			
Shri Siva Subramanian Ramann	0	-	-
Shri Bhushan Kumar Sinha	1	0	-
Shri K. S. Nagnyal	2	2	-
Shri G. Gopalakrishna	1	1	-
Ms. Nupur Garg	3	3	Yes

3. BOARD-LEVEL COMMITTEES:

In terms of the provisions of SIDBI Act, 1989, SIDBI General Regulations, 2000, SEBI (LODR), Government instructions/ guidelines, RBI Circulars and business requirement, Board of SIDBI has constituted Eleven Committees viz., Audit Committee (AC), Risk Management Committee (RiMC), Nomination & Remuneration Committee (NRC), Stakeholders Relationship Committee (SRC), Executive Committee (EC), Special Committee of the Board for Monitoring and Follow-Up of Cases of Frauds (SCBMF), Information Technology Strategy Committee (ITSC), Customer Service Committee (CSC), Recovery Review Committee (RRC), Review Committee on Wilful Defaulters & Non Co-operative Borrowers (RCWD&NCB) and Committee on Sustainable Development Goals (CSDG).

Board of Directors of SIDBI has approved the Charter of Committees including Composition, Functions of the Committee, Frequency of Meeting, quorum etc. and the same is placed on the website of SIDBI i.e. www.sidbi.in at its Corporate Governance Section.

- I. Audit Committee:** The Audit Committee of the Board was constituted in terms of RBI guidelines and complies with the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and SEBI (LODR) (Amendment) notification dated March 27, 2025, and stricter provision of the two regulations were taken in the charter.

- a. As on March 31, 2025, the Committee comprised 7 members including 5 non-executive directors including 1 Independent director and 2 Whole time directors as under :

Sr No	Name of Members of Audit Committee	Designation
1	Ms. Padmaja Shailen Ruparel	Non-Executive Director (Chairperson)
2	Shri Sudatta Mandal	Deputy Managing Director
3	Shri Prakash Kumar	Deputy Managing Director
4	Dr. Rajneesh	Non-Executive Director
5	Shri Manoj Muttathil Ayyappan	Non-Executive Director
6	Shri Anindya Sunder Paul	Non-Executive Director
7	Shri Laxmi Chand Meena	Non-Executive Director

- b. The primary role of the Audit Committee of the Board of SIDBI is to oversee the financial reporting process, review significant adjustments in the financial statements, examine changes in accounting policies and practices along with their justifications, monitor the functioning of the whistleblower mechanism, review internal audit reports, and approve related party transactions. The Committee is responsible for reviewing, with management, the statement of uses/application of funds raised through an issue. This includes examining the statement of funds utilised for purposes other than those specified in the offer document and making suitable recommendations to the Board for further action. Additionally, the Committee reviews the findings of any internal investigations conducted by internal auditors into cases of suspected fraud, irregularities, or significant failures in internal control systems and reports these matters to the Board.
- c. Number of meetings held during the Financial Year: 04 (Four)
- d. Date of meetings: 29/05/2024, 13/08/2024, 14/11/2024 and 05/02/2025.
- e. Meeting and Attendance of the Audit Committee:

Name of Directors	Number of Meetings held during the tenure	Number of Meetings Attended
Ms. Padmaja Shailen Ruparel	0	0
Shri Sudatta Mandal	4	4
Shri Prakash Kumar	4	4
Dr. Rajneesh	4	1
Shri Manoj Muttathil Ayyappan	3	3
Shri Anindya Sunder Paul	4	1
Shri Laxmi Chand Meena	1	1
Ms. Nupur Garg	3	3
Shri Bhushan Kumar Sinha	1	0
Shri K. S. Nagnyal	2	2

- II. Nomination and Remuneration Committee:** The Nomination and Remuneration Committee has been in place and is in accordance with the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to the extent it does not conflict with SIDBI Act, 1989.

- a. As on March 31, 2025, the Committee comprised of 3 members, all of them Non-executive / Independent directors as under:

Sr. No.	Name of Members of Committee	Designation
1	Shri Manoj Muttathil Ayyappan	Non-Executive Director
2	Shri Laxmi Chand Meena	Non- Executive Director
3	Shri Jitender Kalra	Non-Executive Director

- b. The role of the Nomination and remuneration Committee is to recommend to the Board to co-opt such number of directors, not exceeding four, under first provisos of section 6 (1) (f) of SIDBI Act, 1989, to recommend to the board regarding extension/ continuation of the term of such appointment of the co-opted directors, on the basis of the report of performance evaluation of such directors and to formulate the criteria for evaluation of director.
- a. No. of meetings held during the Financial Year: During FY 2024-25, two meetings of the Committee were held.
- b. Date of meetings: 14/11/2024 and 11/02/2024 both the meetings were held under the chairmanship of Shri Manoj Muttathil Ayyappan.
- c. Meetings, and attendance of the Nomination and Remuneration Committee

Name of Directors	Number of Meetings held during the tenure	Number of Meetings Attended
Shri Manoj Muttathil Ayyappan	2	2
Shri Laxmi Chand Meena	1	1
Shri Jitender Kalra	2	2
Ms. Nupur Garg	1	1

III. Stakeholders Relationship Committee: The committee has been constituted in accordance with the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

- a. As on March 31, 2025, the Committee comprised 5 members, comprising 3 Non-executive directors including 1 Independent director and 2 whole time directors as under:

Sr. No.	Name of Members of Committee	Designation
1	Shri P. J. Thomas	Non-Executive Director (Chairperson)
2	Shri Sudatta Mandal	Deputy Managing Director
3	Shri Prakash Kumar	Deputy Managing Director
4	Shri Anindya Sunder Paul	Non-Executive Director
5	Shri Laxmi Chand Meena	Non-Executive Director

- b. The stakeholder committee's role is to monitor shareholder and security holder grievances, ensure effective voting rights, review service standards of the Registrar & Transfer Agent, and implement measures to reduce unclaimed dividends. It also ensures timely receipt of dividend warrants, annual reports, and statutory notices by the Bank's shareholders.
- c. No. of meetings held during the Financial Year: During FY 2024-25, one meeting of the Committee was held.
- d. Date of meetings: 24/03/2025
- e. The details regarding attendance in meetings of the Stakeholder Relationship Committee are given below:

Name of Directors	Number of Meetings held during the tenure	Number of Meetings Attended
Shri P. J. Thomas	1	1
Shri Sudatta Mandal	1	1
Shri Prakash Kumar	1	1
Shri Anindya Sunder Paul	1	0
Shri Laxmi Chand Meena	1	1

Name and designation of Compliance Officer: Shri Pankaj Kumar Sahu (Company Secretary & Compliance Officer)

Status of Investor Complaint during the financial Year 2025:

Security	Number of complaints received during the year	Number of complaints not solved to the satisfaction of security holder	Number of pending complaints
Shareholders	0	0	0
Holder of Non-Convertible listed Securities	0	0	0

IV. Risk Management Committee: The Risk Management Committee (RiMC) of the Board was constituted in terms of RBI Circular and complies with the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and SEBI (LODR) (Amendment) Regulations, 2018.

- a. As on March 31, 2025, the Committee comprised 5 members, comprising 3 Non-executive directors and 2 whole time directors as under:

Sr. No.	Name of Members of Committee	Designation
1	Shri Amit Tandon	Non-Executive Director (Chairperson)
2	Shri Sudatta Mandal	Deputy Managing Director
3	Shri Prakash Kumar	Deputy Managing Director
4	Shri Anindya Sunder Paul	Non-Executive Director
5	Shri Manikumar S	Non-Executive Director

- b. The RiMC's roles, as defined by the Enterprise Risk Management (ERM) policy, involve formulating risk management policies for credit, market, operational risks, ALM, investment, ICAAP, and other significant areas. This includes identifying internal and external risks such as financial, operational, sectoral, sustainability, and cyber security risks specific to SIDBI. RiMC conducts periodic reviews of the risk policies and framework to ensure that appropriate methodologies, processes, and systems are in place to monitor and assess the risks associated with SIDBI's operations. Additionally, RiMC supervises and oversees the implementation of the risk management policy, including evaluating the adequacy of risk management systems and defining or revising the roles and responsibilities of other Risk Management Committees such as the Enterprise Risk Management Committee (ERMC) and the Asset Liability Management Committee (ALCO).
- c. No. of meetings held during the Financial Year: During FY 2024-25, seven meetings of the Committee were held.
- d. Date of meetings: 27/05/2024, 26/06/2024, 23/07/2024, 12/08/2024, 12/11/2024, 13/02/2025 and 25/03/2025.
- e. Composition, meetings, and attendance of the Risk Management Committee:

Name of Directors	Number of Meetings held during the tenure	Number of Meetings Attended
Shri Amit Tandon, Chairperson	7	7
Shri Sudatta Mandal	7	6
Shri Prakash Kumar	7	6
Shri Anindya Sunder Paul	7	3
Shri Manikumar S	7	6

V. Executive Committee: The Executive Committee of the Board is constituted in terms of the provision contained in the SIDBI Act, 1989

- a. As on March 31, 2025, the Committee had 5 members, comprising 2 Non-Executive directors and 3 whole time directors as under:

Sr. No.	Name of Members of Committee	Designation
1	Shri Manoj Mittal	Chairman & Managing Director (Chairperson)
2	Shri Sudatta Mandal	Deputy Managing Director
3	Shri Prakash Kumar	Deputy Managing Director
4	Shri Anindya Sunder Paul	Non-Executive Director
5	Shri Jitender Kalra	Non-Executive Director

- b. The Role of the committee is to approve credit and investments related proposals as per credit exposure norms/ delegation, sanction of refinance assistance to BBanks/SFB involving relaxation in norms beyond the relaxable caps prescribed under the scheme, sanction OTS, restructuring etc. to Banks and SFCs under Institutional Finance, to consider proposals for approval/sanction of exposure and securitisation/assignment of specified portfolio w.r.t NBFCs under Institutional Finance, to consider proposals involving any relaxation in benchmark norms for sanction, eligibility parameters and other parameters for sanction as per DoP and proposals involving Connected Lending provisions and to discharge such functions as may be prescribed or as may be delegated to it by the Board from time to time.
- c. Executive committee has met 6 times during the year on 02/07/2024, 23/09/2024, 18/12/2024, 07/01/2025, 05/02/2025 and 20/03/2025.



d. Composition, meetings, and attendance of Executive Committee:

Name of Directors	Number of Meetings held during the tenure	No. of Meetings Attended
Shri Manoj Mittal	5	5
Shri Sudatta Mandal	6	6
Shri Prakash Kumar	6	6
Shri Anindya Sunder Paul	6	2
Shri Jitender Kalra	5	5
Shri G. Gopalakrishna	1	1

VI. Recovery Review Committee: The role of the Recovery Review Committee is to review the NPA cases having principal outstanding of ₹5 crore and above and SMAs, restructured accounts. During FY 2024-25, four meetings of the Committee were held.

VII. Review Committee on Wilful Defaulters & Non-Cooperative Borrowers (RCWD&NCB): The role of the RCWD&NCB is to review the orders passed by the Committee for Identification of Wilful Defaulters & Non-Cooperative Borrowers for identifying cases as wilful defaulters & non-cooperative borrowers. The Committee also reviews, on half yearly basis, cases of wilful default and non-cooperative borrowers and declassification, if any, thereof. During FY 2024-25, no meeting of the Committee was held.

VIII. Special Committee to Monitor Large Value Frauds (SCMLVF): The function of SCMLVF is to monitor and review all frauds of ₹1 crore and above and to monitor progress of recovery position, ensure that staff accountability is examined at all levels and to review the efficacy of the remedial action taken to prevent recurrence of frauds, such as strengthening of internal controls. SCMLVF has met 3 times during FY 2024-25.

In line with RBI Master Directions on Fraud Risk Management issue in July 2024, the Special Committee to Monitor Large Value Frauds (SCMLVF) has since been renamed as Special Committee of the Board for Monitoring and Follow-up of cases of Fraud (SCBMF) with revised scope of its functions. The SCBMF oversees fraud risk management in the bank, reviews and monitors fraud cases, and suggests measures to strengthen internal controls and minimise fraud. It examines trends and systemic issues, identifies delays in detecting fraud, reports to top management and RBI, monitors investigations and recovery progress, ensures timely staff accountability, and reviews remedial actions to prevent future fraud. SCBMF has met once during FY 2024-25.

IX. Customer Service Committee (CSC): The function of CSC shall review the status of customer service in the Bank and suggest measures to improve quality of customer services. The Committee also monitors the customer grievances and timely resolution thereof. CSC has met 4 times during FY 2024-25.

X. IT Strategy Committee (ITSC): The function of ITSC is to approve IT vision, strategy and IT policy documents of the Bank, ensuring that the business and IT strategy are in alignment, IT organisational structure complements the business model and its direction. The Committee also act as apex committee for Information and Cyber Security, taking strategic and financial decisions on the information security plan to maintain a satisfactory level of information security. ITSC has met 4 times during FY 2024-25.

XI. Committee on "Sustainable Development Goals" (CSDG): CSDG is responsible for formulating strategy for the Bank for helping the MSMEs/stake holders achieving SDGs. It monitors and reviews the initiatives of the Bank related to SDG and guide the Bank for effective implementation of SDG agenda particularly climate change, carbon neutrality, sustainability, etc. It guides and supervises development of guidelines for environmental, social, and governance (ESG), relevant for MSME Sector and monitor implementation thereof. The Committee held one meeting during FY 2024-25.

4. REMUNERATION OF DIRECTORS FOR FY2025

Name of Director	Salary as per section 17 (1) of IT Act (amt in ₹)	Other Benefit (amt in ₹)	Gross Salary (amt in ₹)
1	2	3	4=2+3
Shri Manoj Mittal (CMD)	36,41,607	28,14,170	64,55,777
Shri Sudatta Mandal (DMD)	41,06,326	21,17,325	62,23,651
Shri Prakash Kumar (DMD)	44,65,019	26,46,673	71,11,692
Shri Sivasubramanian Ramann (CMD) (tenure completed on 18/04/2024)	3,58,473	5,95,875	9,54,348

Other Benefit includes medical reimbursement, furnishing of residence, utility bills, newspaper & periodical, etc.

1.1 Remuneration and Sitting Fees to the Non-Executive Directors:

SIDBI does not pay any remuneration to Non-Executive Directors except sitting fees, in terms of Government of India guidelines, for attending the meetings of the Board and its Committees. The fees payable is as under:

Meetings	Sitting fees payable per meeting
Board	₹40,000 (₹10,000 additional for chairing Board Meeting)
Committee	₹20,000 (₹5,000 additional for chairing Committee Meetings)

Note: Executive directors and Govt officials on the Board of the SIDBI are not entitled for any sitting fees.

The total sitting fees paid to non-executive directors during FY2025

Name of Director	Gross Amount Paid (including TDS) (amt in ₹)
State Bank of India (For nominee director Shri Anindya Sunder Paul)	3,60,000
Shri Laxmi Chand Meena	1,85,000
Shri Krishna Singh Nagnyal	1,40,000
NABARD (For nominee director Shri Manikumar S)	2,80,000
Shri Amit Tandon	4,70,000
Shri Jitender Kalra	4,20,000
Shri P J Thomas	1,30,000
Shri G. Gopalakrishna	1,85,000
Smt. Nupur Garg	3,40,000

5. GENERAL BODY MEETINGS:

Financial Year	Date	Location of the Meeting	Time (IST)	Special Resolution (s) Passed
2023-24	September 25, 2024	Lucknow	11.00 a.m.	- Approval of appointment of Shri Manoj Muttathil Ayyappan (DIN:10733238) who was nominated as Director by the Central Government vide Notification No. FT-1/12/2022 – IF-II dated August 06, 2024, not liable to retire by rotation, with effect from August 06, 2024. - Approval of appointment of Shri Anindya Sunder Paul (DIN:10272439) who was nominated as Director by the State Bank of India, not liable to retire by rotation, with effect from August 03, 2023. - To consider approval of appointment of Shri Manikumar.S (DIN: 08956660) who was nominated as Director by the National Bank for Agriculture and Rural Development, not liable to retire by rotation, with effect from January 01, 2024. - To consider approval of continuation of Ms Nupur Garg as an Independent (Co-Opted) Director (DIN: 03414074). - To consider approval of appointment of Shri Jitendra Kalra (DIN:08722638) who was appointed as an Independent (Co-Opted) director by the Nomination and Remuneration Committee, and the Board of the Bank, not liable to retire by rotation, for a period of three years with effect from February 13, 2024.
2022-23	June 26, 2023	Lucknow	03:00 p.m.	Nil
2021-22	June 25, 2022	Lucknow	10.30 a.m.	Nil

Postal Ballot: No Resolution was passed by SIDBI last year through Postal Ballot. None of the businesses proposed to be transacted at the ensuing AGM require passing a Resolution through Postal Ballot.

6. GENERAL INFORMATION/AFFIRMATION AND DISCLOSURES

- i. **Means of Communications:** The quarterly and annual financial results are normally published in 'Financial Express' and 'Jansatta' and also uploaded on the SIDBI's website viz. www.sidbi.in.
- ii. SIDBI has not made any presentation to institutional investors or to the analysts during FY2025.
- iii. **General Shareholder Information:**
 - 27th Annual General Meeting of SIDBI shall be held on Monday, September 29, 2025, at 03:00 p.m. at SIDBI, Board Room, 7th Floor, 15 Ashok Marg, Lucknow – 226 001, for the financial year 2025.
 - Dividend Payment Date: On or after September 29, 2025 (within 30 days from the date of AGM)
 - Record Date: Date of AGM
- iv. Equity shares of SIDBI are not listed in any of the Stock Exchanges. SIDBI is a high value debt listed entity and NCDs and CPs of SIDBI are listed in the National Stock Exchange of India Limited, Further, it is hereby confirmed that the listing fees (as applicable) of ₹17,40,500/- was paid during FY2025 to NSE.
- v. SIDBI confirms that the securities of SIDBI were not suspended from trading during Financial Year 2025.
- vi. **Distribution of Shareholding:**

Name of the Shareholder	% Holding
Government of India	20.85
State Bank of India	15.65
Life Insurance Corporation of India	13.33
National Bank for Agriculture & Rural Development	9.36
Punjab National Bank	5.96
Others	34.85
Total	100.00

- vii. We hereby confirm that electronic connectivity facility during the period April 1, 2024, to March 31, 2025 (both days inclusive) was provided by the Registrar and Share Transfer Agent, viz. MUFG Intime India Pvt. Ltd. (erstwhile Link Intime India Private Limited), which is registered as Registrar & Share Transfer Agent in Category - I with the Securities and Exchange Board of India vide Registration Number: INR000004058. Address: C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083; Tel: 022-49186000; Fax: 022-49186060; Website: www.in.mpms.mufig.com.
- viii. Share Transfer System: SIDBI is not an equity listed entity. Shares of SIDBI were issued in demat form only. Regulation 27 of SIDBI General Regulations, 2000 deals with the transfer of shares of SIDBI and SIDBI has appointed MUFG Intime India Pvt. Ltd. (erstwhile Link Intime India Private Limited as a registrar and share transfer agent. Further, SIDBI securities (NCS) were listed in the National Stock Exchange of India Limited and issued in the demat form only.
- ix. Shares of SIDBI are dematerialised and are not listed in any of the stock exchanges. Hence, equity shares of SIDBI are not tradeable in any of the Stock Exchanges.
- x. Credit rating agencies and ratings: Care Ratings Limited, Crisil Ratings Limited, ICRA Limited and India Ratings & Research Pvt. Ltd. are the credit rating agencies for rating of the various instruments issued by SIDBI during the financial year under review, the ratings agencies have reaffirmed ratings and there was no change in rating of SIDBI.

CARE Ratings Limited	Rated amount (₹ in crores)	Date	Rating	Rating Action
Long-Term Bank Facilities	42,500	28-03-2025	CARE AAA; Stable	Reaffirmed
Short-Term Bank Facilities	97,500	28-03-2025	CARE A1+	Reaffirmed
MSE/RIDF Deposits	2,12,000	28-03-2025	CARE AAA; Stable	Reaffirmed
Unsecured Redeemable Bonds	1,38,000	28-03-2025	CARE AAA; Stable	Reaffirmed
Long-Term / Short-Term Instrument – CD / CP program	1,16,000	28-03-2025	CARE AAA; Stable / CARE A1+	Reaffirmed
Fixed Deposit	23,000	28-03-2025	CARE AAA; Stable	Reaffirmed
CRISIL Ratings Limited	Rated amount (₹ in crores)	Date	Rating	Rating Action
Non-Convertible Debentures	1,05,000	06-03-2025	CRISIL AAA/ Stable	Reaffirmed
ICRA Limited	Rated amount (₹ in crores)	Date	Rating	Rating Action
Non-Convertible Debentures	31,615	08-01-2025	ICRA AAA Stable	Reaffirmed
India Ratings & Research Pvt Ltd	Rated amount (₹ in crores)	Date	Rating	Rating Action
Commercial Paper	88,600	04-03-2025	IND A1+	Reaffirmed

- xi. All transactions with the related parties are on arm's-length basis and in the ordinary course of the business. Materially significant Related Party Transaction during the year under review as under:

Material Related Party Transactions during FY 2024-25

Sl no.	Name	PAN	Relationship of the counter-party with the listed entity or its subsidiary	Type of related party transaction	Approx Value of transaction during the reporting period (₹ in crore)
1	Bank of India	AAACB0472C	Common Director	Loan/Investment	45,263.11
2	Micro Units Development and Refinance Agency Limited (MUDRA)	AAJCM6526F	Common Director	Loan/Remuneration/ Interest Received/ Other Transactions	39,58.2

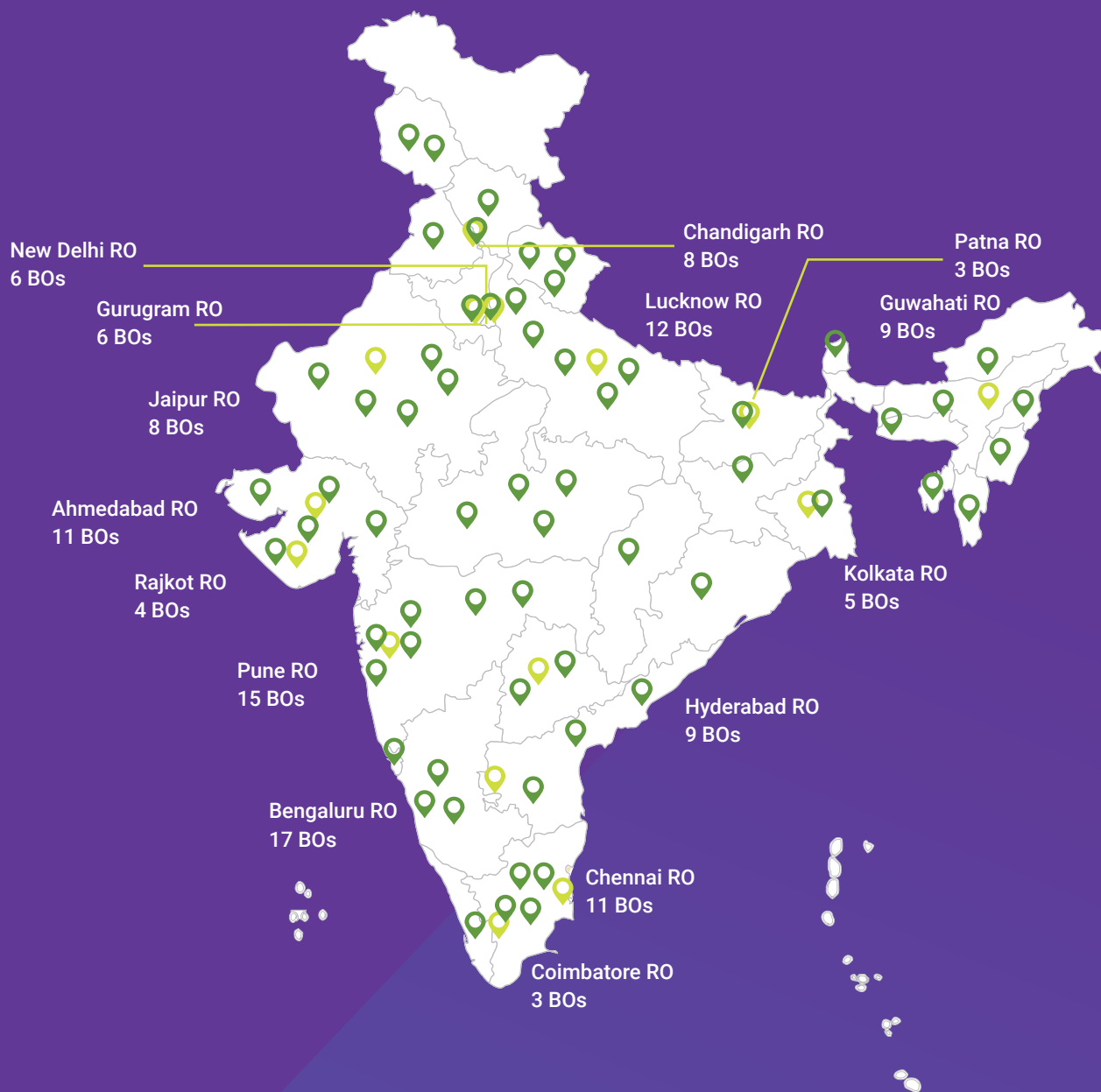
In terms of Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions [Transaction(s) entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of listed entity as per the last audited financial statements of the listed entity, whichever is lower] and [a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed {five} percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity].

10% Consolidated Turnover of SIDBI for FY2025 being higher than ₹1,000 crore, the limit for Material RPT is considered as ₹1,000 crore, also no transaction has been reported in respect of brand usage/royalty.

- xii. During the year under review, no penalty was imposed by SEBI for any violation of Act / Regulation.
- xiii. The Board of Directors of SIDBI in their 217th Board meeting held on February 06, 2023, has approved the vigil mechanism/whistle blower policy. In terms of requirement under Regulation no. 22 of the SEBI (LODR) Regulations, 2015 and Regulation no. 9A (6) of SEBI (PIT) (Amendments) Regulations, 2018 which mandates to formulate a whistle blower policy. The policy aims at instilling confidence into the whistle blower for ensuring effective corporate governance by maintaining confidentiality, protection from any form of victimisation. Complaints should be disposed of in a time-bound manner. The investigators should also be protected against victimisation. The subject (accused) shall be provided with an opportunity of being heard, before a final conclusion is drawn. SIDBI reserves the right to initiate disciplinary action against the whistle blower, in case the complaint is found to be false or frivolous, after investigation. The policy is made available on the website of SIDBI i.e. www.sidbi.in. No personnel were denied access to the Audit Committee of the Board in terms of Whistle Blower Policy.
- xiv. Policy on materiality of related party transactions and policy for determining 'material' subsidiaries are available on the website of SIDBI on www.sidbi.in under link: <https://www.sidbi.in/en/corporate-governance#section1>.
- xv. The Bank uses derivatives for hedging of interest rate and exchange risk arising out of mismatch in the assets and liabilities. All derivatives undertaken by Bank are for hedging purposes with underlying as Foreign Currency borrowings, which are not MTM, but only translated. The Bank does not undertake trading in Derivatives. Internal Control guidelines and accounting policies are framed and approved by the Board. The Bank has put systems in place for mitigating the risk arising out of derivative deals. The Bank follows the accrual method for accounting the transactions arising out of derivative deals.

xvi. Details of number of Zonal/Regional offices, Branch offices as on March 31, 2025 is given below:

-  127 BOs
-  15 Regional Offices



Head Office at Lucknow
Offices at Mumbai, New Delhi & Chennai

As on March 31, 2025

Map not to scale. For illustrative purposes only.

- xvii. Total fees paid to the Statutory Auditors (M/s J. Kala & Associates) during FY2025 was ₹38,95,788.40/-. The Statutory Auditor of SIDBI is not an Auditor to any of its subsidiary. Total fees paid by the subsidiary company to their respective statutory auditor are provided in the table below.

Sr. No.	Name of the Subsidiaries	Name of the Statutory Auditor	Total Fees Paid
1	MUDRA	D. Kothary & Company	₹3,50,000/-
2	SVCL	Hinesh R. Doshi & Co. LLP	₹1,60,000 + out-of-pocket expenses of ₹10,000 + 18% GST
3	STCL	Bhushan Khot & Co.	₹75,000 + out-of-pocket expenses of ₹5,000 + 18% GST
4	SIDBI Swavalamban Foundation	M/s. Dewan P. N. Chopra & Co. (DPNCC)*	NA (Proposed remuneration- ₹70,000 p.a.)

*Note: The appointment of DPNCC for FY2025 is under consideration of Board.

- xviii. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the financial year : Nil

Number of complaints disposed of during the financial year : Nil

Number of complaints pending as on end of the financial year : Nil

- xix. Details of material subsidiaries of SIDBI; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

(₹ in crore)

Particulars	FY2025		FY2024	
	Total Income	Networth	Total Income	Networth
SIDBI (Consolidated)	40,753	35,472	34,232	31,188
10% of total income / Net-worth	4,075.3	3,547.2	3,423.2	3,118.8

Material Listed Subsidiaries – No Listed Subsidiary

Material unlisted Subsidiary

Name of Subsidiaries	Total Income / Networth	Exceeds 10% Yes/No	Total Income / Networth	Exceeds 10% Yes/No	Material Subsidiary Yes/No
MUDRA	2,272.98/ 4,835.75	Yes	2,317.59/ 4,052.71	Yes	Yes
SVCL	12.7/53.8	No	13.33/52.23	No	No
STCL	0.84/10.1	No	0.94/9.55	No	No

MUDRA is material subsidiary of SIDBI which was incorporated at Mumbai on March 18, 2015, as wholly-owned subsidiary of SIDBI. Statutory auditor of MUDRA is D. Kothary & Co.

- xx. SIDBI has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V to the extent that the requirements of the regulation do not violate the provisions of SIDBI Act, 1989, and regulations made thereunder, save and except as indicated in the Secretarial Audit and Secretarial Compliance Report. Management explained that compliance in FY2025 was applicable on a "comply or explain" basis and will become mandatory from 01 April 2025. Further, SIDBI complied with the directions and guidelines issued by the Reserve Bank of India.
- xxi. The Board of Directors of SIDBI has accepted recommendations of various committees of the board, which are mandatorily required, during FY2025. The Corporate Governance approach of SIDBI is inclusive in nature and the opinion of the members of the Board and external experts is duly recognised and included in the Board Decisions.

7. ADDRESS FOR CORRESPONDENCE:

Registered Office: SIDBI Tower, 15, Ashok Marg, Lucknow - 226001, Uttar Pradesh.

Corporate Office: SIDBI, Swavalamban Bhavan, C-11, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400051, Maharashtra.

8. DECLARATION OF CHAIRMAN AND MANAGING DIRECTOR

I hereby declare that members of the Board of Directors and senior management have affirmed compliance with the code of conduct of Board of Directors and senior management for Financial Year 2025.

Manoj Mittal
Chairman & Managing Director

Annexure I

Brief Profile of Executive and Non-Executive Directors of SIDBI during Financial Year 2025.



Shri Manoj Mittal

Chairman and Managing Director

Shri Manoj Mittal is the Chairman & Managing Director (CMD) at Small Industries Development Bank of India (SIDBI). Prior to this, he served as MD&CEO of IFCI Ltd. for 3 years. Earlier in his career, he spent 5 years as a Deputy Managing Director at SIDBI. Shri Manoj Mittal has a track record of over 3 decades in propelling organisational growth and driving both impact and profitability through strategic leadership. He also has comprehensive experience in design, management and impact evaluation of various sustainability and developmental programs funded by multilateral agencies/Government of India. He is a strong votary of Credit Plus approach for holistic development of MSMEs. An engineer by training, Shri Mittal has, to his credit, a Postgraduate Diploma in Business Management and a Postgraduate Degree in Economics. He is also a Certified Associate of Indian Institute of Banking and Finance.



Shri Sudatta Mandal

Deputy Managing Director,
Whole Time / Executive Director

Shri Sudatta Mandal joined as Deputy Managing Director, Small Industries Development Bank of India (SIDBI) on 3rd May 2021. Before joining SIDBI, he was the Chief General Manager & Chief Financial Officer of the Export-Import Bank of India (Exim Bank). He has experience of more than 25 years across different verticals (Assets, Liabilities, Risk Management, Compliance and Strategy) in Exim Bank including more than 20 years of operational experience in International Trade and Investment Finance, Project Finance, SME lending including Cluster Finance, Trade Finance, and cross-border Development Finance. He is a B-Tech. in Electrical Engineering from the Indian Institute of Technology, Kanpur, and holds a Post Graduate Diploma in Management with specialisation in Finance from the Indian Institute of Management, Calcutta.



Shri Prakash Kumar

Deputy Managing Director,
Whole Time / Executive Director

Shri Prakash Kumar took charge as Deputy Managing Director of SIDBI on November 07, 2023. Prior to this, he was Chief General Manager in SIDBI and headed several important Verticals, viz., NBFC and Microfinance Vertical, Direct Credit Vertical, Risk Management Vertical, Treasury and Resource Management Vertical etc. He also led the prestigious Poorest State Inclusive Growth (PSIG) Project implemented by SIDBI with support from DFID, UK. He has more than 28 years of experience in SIDBI, in varied areas such as SME Financing, Microfinance, Risk Management, Treasury, NPA Management, Business Process Re-engineering etc. He has been invited as speaker in several Conferences/Seminars concerning MSME financing & development related areas, both in India & abroad. He is B. Tech in Chemical Engineering from IIT Delhi and Masters in Financial Management from NMIMS, Mumbai.

Annexure I



Dr. Rajneesh

Non-Executive Director/
Government Nominee

Dr. Rajneesh belongs to the 1997 batch of Indian Administrative Service. He holds master's degree in International Law & Economics, from University of Bern, Switzerland and PhD in Economics from Indian Institute of Foreign Trade, New Delhi. Dr. Rajneesh has also done Hubert Humphery Fellowship Programme from University of North Carolina, USA. At present, Dr. Rajneesh is Additional Secretary to the Government of India and Development Commissioner for the Ministry of MSME. Dr. Rajneesh is engaged in comprehensive policy making for the MSME sector in India. He has over 25 years of experience as an Indian Administrative Service Officer having worked in the field of Finance, Commerce, Urban Development & Town Planning, Education and IT etc. He also worked earlier as PS to the President of India (2012-2017) and Finance Minister of India (2011-12).



Shri Manoj Muttathil Ayyappan

Non-Executive Director/
Government Nominee

Shri Manoj Muttathil Ayyappan was appointed as a Director on the Board of SIDBI by Govt of India on August 6, 2024. He holds a Master's degree in Business Administration (MBA) and had done B.Sc. from Mahatma Gandhi University, Kottayam, Kerala. Presently, he is posted as Joint Secretary in the Department of Financial Services (DFS), Ministry of Finance, Government of India, New Delhi. Earlier, he had worked as Business Head, MSME (SMART Business Segment) in Karur Vysya Bank. He also worked as Business Head (MSME) with Utkarsh Small Finance Bank. He has rich experience of over 25 years in SME Lending, Financial Analysis, Trade Finance, Risk Management, Stress Account Management and Credit Operations. Prior to Utkarsh Small Finance Bank, he worked with Axis Bank Ltd., as Circle Head - Commercial Banking. He also had stints with Accenture Management Consulting, Infosys BPO and Bank of Madura Limited.



Shri Anindya Sunder Paul

Non-Executive Director/
Shareholder (SBI Nominee) Director

Shri Anindya Sunder Paul is a seasoned banker, with a rich experience of more than 28 years in various capacities in State Bank of India (SBI). Shri Paul is a Postgraduate from Allahabad University. He has worked in various positions in the bank including as Branch Manager in District Headquarter branches. He also headed the Regional and Network Division of the Bank. Shri Paul also had a stint abroad at the Hong Kong branch of SBI. He currently occupies the position of CGM (SME & SCF) at SBI Corporate Centre, Mumbai, handling the SME portfolio of around ₹3.34 trillion of the Bank.

Annexure I



Shri Laxmi Chand Meena

Non-Executive Director/
Shareholder (LIC Nominee) Director

Shri Laxmi Chand Meena joined Life Insurance Corporation of India (LIC) in the year 1988 as a Direct Recruit Officer and had a rich and varied experience in various administrative and marketing assignments in different Branches and Divisions of LIC. He was posted as Marketing Manager at Gandhinagar Division and Lucknow Division. He also led two Divisions of LIC, namely Shimla Division and Chandigarh Division as Sr. Divisional Manager In-charge. Shri Meena had a tenure of 3 years as General Manager (Marketing) in Central Office of LIC Housing Finance Ltd. (LIC-HFL) where he stewarded the Marketing functions of LIC-HFL. Subsequently, he was posted as Secretary, Senior Business Associate (SBA) Department at LIC, Central Office, Mumbai. During the crucial COVID period, he was placed as Regional Manager (CRM/Claims) at Western Zonal Office, Mumbai and thereafter as Chief (CRM/Claims) in LIC, Central Office, Mumbai. In the cadre of Executive Director, he had an exposure at National Insurance Academy (NIA), Pune. Thereafter, he joined Management Development Centre (MDC) of LIC at Mumbai and retired as its director. Shri Meena holds a BSc degree.



Shri Manikumar S

Non-Executive Director/ Shareholder
(NABARD Nominee) Director

Shri Manikumar S is a fellow member of the Institute of Cost Accountants of India (FCMA) and holds an MBA in Finance, MS (Banking) and Advanced PG Diploma in Computer Applications. He is also a Certified Associate of the Indian Institute of Banking and Finance. He has more than 3 decades of experience in the Banking and Financial Services space, especially in the areas of decentralised credit planning, financial management, rural innovations, microfinance and financial inclusion, integrated risk management, HR transformation, banking technologies, start-up investments and structuring of new financial products. Shri Manikumar S is currently working as Chief General Manager at National Bank for Agriculture and Rural Development's (NABARD) Head Office at Mumbai and is heading the Strategic Planning and Product Innovations Department. He is also on the Board of NABSAMRUDDHI Finance Ltd., the NBFC-Subsidiary of NABARD.



Shri Amit Tandon

Non-Executive Director/
Independent Director

Shri Amit Tandon is the founder of Institutional Investor Advisory Services India Limited (IIAS) and its Managing Director since July 2011. Before IIAS, Shri Amit was the managing director and CEO of Fitch Ratings: India from October 2001 to June 2011. He also had oversight over Fitch Ratings Lanka. Prior to joining Fitch, he was with the ICICI Group for 17 years (from May 1984 – September 2001), where he rotated through various roles and businesses including project finance, leasing, and the merchant banking division. His last role with the ICICI group was as head of investment banking at ICICI Securities. He has been a member of the Reserve Bank of India's Technical Advisory Committee on Money, Foreign Exchange and Government Securities Markets, a member of one of the working groups convened by the Ministry of Corporate Affairs to review comments received on the Companies Act and the Kotak Committee on Corporate Governance constituted by SEBI. Shri Amit studied economics at St Stephens College, Delhi and has an MBA from the Faculty of Management Studies, Delhi and has an MPhil degree from the University of Cambridge, UK.

Annexure I



Shri Jitender Kalra

Non-Executive Director/
Independent Director

Shri Jitender Kalra has deep understanding and experience of MSME cluster development. Starting out as a Civil Servant in 1991, Shri Kalra had senior leadership roles at UNIDO and in Dr. Reddy's Foundation and Reliance Foundation, two of India's largest CSR Foundations. He has worked extensively in areas of Enterprise and Livelihood promotion, Financial Literacy, Skill Development, Rural Transformation and Regenerative Agriculture. During his tenure with UNIDO, he helped steer the 'MSME cluster development' approach in India at implementation and Policy levels. At present, Shri Kalra is a director of "Nab Foundation", a 100 percent subsidiary of NABARD, set up for taking up innovative projects through convergence. He is active in training and coaching senior leadership teams on culture building and organisational transformation. Shri Jitender Kalra holds degree of BSc (Mechanical Engineering) and MBA.



Shri P. J. Thomas

Non-Executive Director/
Independent Director

Shri P J Thomas is a graduate in Science with B Sc. (Hons) and a Master in Business Administration in Banking and Finance. He is also a Certified Associate of Indian Institute of Bankers. He started his career as Bank Officer with a public sector bank before moving to Reserve Bank of India (RBI) as an officer and served in different capacities including as Regional Director, RBI, Bengaluru. During his tenure of more than 36 years as a career Central Banker, he had long exposure to the Banking Regulation, Banking Supervision and Financial Inclusion departments of the RBI. He was also the RBI's Senior Supervisory Manager with Vijaya Bank and Canara Bank. He has attended overseas training in Banking Regulation and Supervision at the Federal Reserve of New York and Florida besides at other international bodies in Basel, Frankfurt, Kuala Lumpur and Manila. He also served as the RBI's Nominee Director on the Boards of Andhra Bank and Central Bank of India.



Ms. Padmaja Shailen Ruparel

Non-Executive Director/
Independent Director

Ms. Padmaja Ruparel is nationally recognised as a key player in the Indian entrepreneurial ecosystem and has helped co-found many of the relevant institutions, besides being an active Angel investor herself. Her operating experience spans large corporates, M&A, and startups/early stage companies. She has been recognised in several "Most Powerful Women" lists for several years and repeatedly, by Fortune India, Forbes India and Business Today. The Women Economic Forum recognised her with its "Women of the Decade in Investment Banking" award. She is Co-Founder of Indian Angel Network (IAN), India's single largest horizontal platform for seed and early stage investments. She founded BioAngels, India's first sector-focussed angel investor group, in partnership with BIRAC, the innovation arm of the Department of Biotechnology, Govt. of India. Ms. Padmaja is the Founding Partner of IAN Group's uniquely differentiated Venture Capital business with the IAN Fund I, a US\$ 55mn SEBI registered AIF Category I VC Fund. As Senior Managing Partner, she has now launched the second Fund, with the IAN Alpha Fund, a US\$125mn SEBI registered AIF Category II Venture Capital Fund. Ms. Padmaja is a member of the TiE NCR board and has been nominated as Co-Chair of Global Business Angel Network (GBAN). She is a member of the Government's NEAC, Board Member of SIDBI (Small Industries Development Board of India, Govt. of India) & TDB (Technology Development Board, Govt. of India). Ms. Padmaja is a member of the Executive Council of IVCA (Indian Venture Capital Association) and on the board of TiE NCR. She is a member of NASSCOM's Deep Tech Council. Ms. Padmaja is an Independent Director on the Boards of Avendus Finance Pvt. Ltd., Ester Industries Ltd., and Manipal Technologies Ltd.

Annexure-II



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SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2025

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Small Industries Development Bank of India (SIDBI)

Corp. Office: SIDBI, Swavalamban Bhavan,
C-11, G-Block, Bandra-Kurla Complex, Bandra East,
Mumbai - 400051, Maharashtra, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Small Industries Development Bank of India** (hereinafter called the **SIDBI**).

Based on my said verification of SIDBI's books, papers, minute books, forms and returns filed and other records maintained by SIDBI and also the information provided by SIDBI during the conduct of secretarial audit, I hereby report that in my opinion, SIDBI has complied with the statutory provisions listed hereunder for the financial year ended on 31st March, 2025 and also that SIDBI has proper Board-processes and compliance-mechanism in place (subject to the observations mentioned in this report):

I have examined the books, papers, minute books, forms and returns filed and other records maintained by SIDBI for the financial year ended on 31st March 2025 according to the provisions of:

- (i) The Small Industries Development Bank of India Act, 1989 (SIDBI Act, 1989);
- (ii) The Small Industries Development Bank of India General Regulations, 2000;
- (iii) The Companies Act, 2013 (the Act) and the rules made thereunder as amended; (Not Applicable to SIDBI during the Audit Period)
- (iv) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder as amended; (Not Applicable to SIDBI during the Audit Period)
- (v) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder as amended; (Not Applicable to SIDBI during the Audit Period)
- (vi) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (to the extent Applicable to SIDBI during the Audit Period)
- (vii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable to SIDBI during the Audit Period)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



Annexure II

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015; *(to the extent Applicable to SIDBI during the Audit Period)*
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 *(Not Applicable to SIDBI during the Audit Period)*;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(to the extent Applicable to SIDBI during the Audit Period)*
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(to the extent Applicable to SIDBI during the Audit Period)*
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(Not Applicable to SIDBI during the Audit Period)*;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(Not Applicable to SIDBI during the Audit Period)*;
- (i) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992;
- (j) The Securities and Exchange Board of India (Certification of Associated Persons in the Securities Markets) Regulations, 2007;
- (k) The Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993;
- (l) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008.

I have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India; *(Not Applicable to SIDBI during the Audit Period)*
- (b) The Listing Agreements entered into by the SIDBI with the Stock Exchange viz NSE Ltd along with the relevant Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as applicable for respective periods.

During the period under review, SIDBI has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, *subject to the following observations:*

- 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 was to be annexed with an Annual Report of SIDBI for the F.Y. 2023-24. However, said information is missing in the said Annual Report 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 with the same in upcoming financial year. In our view, clarification given by the management is satisfactory to us.
- 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 had completed his tenure on August 10, 2024. Hence, he was not present in the 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 accordingly SIDBI will henceforth adhere to the regulation. In our view, clarification given by the management is satisfactory to us.



Annexure-II

- 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. Formal 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.
- 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.
- 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 at its meeting held on May 29, 2024, there 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. 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. 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.

I further report that:

- The Board of Directors of SIDBI is duly constituted with proper balance of Executive Directors, Non-Executive Directors and/or Independent Directors.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda 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.
- All the resolutions were passed with consent of majority Directors/Unanimously.

I further report that:

- there are adequate systems and processes in the SIDBI commensurate with the size and operations of the SIDBI to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



Annexure II

I further report that during the audit period there were no specific events/actions having a major bearing on the SIDBI's affairs in pursuance of the above referred laws, rules, guidelines and standards.

For: M/s. DEEP SHUKLA & ASSOCIATES
COMPANY SECRETARIES
(Peer Review Certificate No: 2093/2022)



Place: Mumbai
Date: 28/04/2025

DEEP SHUKLA
{PROPRIETOR}
FCS: 5652
CP NO.5364
UDIN:F005652G000217897

Annexure-II

Annexure to Secretarial Report and forming part of the report

To,
The Members,
Small Industries Development Bank of India (SIDBI)
 Corp. Office: SIDBI, Swavalamban Bhavan,
 C-11, G-Block, Bandra-Kurla Complex, Bandra East,
 Mumbai - 400051, Maharashtra, India.

I further state that my said report of the even date has to be read along with this letter.

1. Maintenance of Secretarial/ Statutory Records is the responsibility of the Management of the SIDBI. My responsibility is to express an opinion on these records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the SIDBI.
4. Wherever required I have obtained *orally*, the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination is limited to the verification of procedures on test basis and shall not stand responsible for any non-compliance.
6. The Secretarial Audit report is neither an assurance as to the future viability of the SIDBI nor of the efficacy or effectiveness with which the management has conducted the affairs of the SIDBI.

For: M/s. DEEP SHUKLA & ASSOCIATES
 COMPANY SECRETARIES
 (Peer Review Certificate No: 2093/2022)

Place: Mumbai
 Date: 28/04/2025

DEEP SHUKLA
 {PROPRIETOR}
 FCS: 5652
 CP NO. 5364
 UDIN: F005652G000217897



Annexure-III



Deep Shukla & Associates
COMPANY SECRETARIES

A-603, Maruti Bhuvan, Parsi Panchayat Road,
Opp. Sona Udyog, Andheri East, Mumbai - 400069.
022 - 35518802
+91 9594863281
csoffice@deepshukla.com/deep@deepshukla.com
www.deepshukla.com

CERTIFICATE ON CORPORATE GOVERNANCE [As per Part E of schedule V of SEBI (LODR)]

To,
The Members,
Small Industries Development Bank of India (SIDBI)
Corp. Office: SIDBI, Swavalamban Bhavan,
C-11, G-Block, Bandra-Kurla Complex, Bandra East,
Mumbai - 400051, Maharashtra, India.

I have examined the compliance with the conditions of Corporate Governance by Small Industries Development Bank of India ('the SIDBI') for the year ended March 31, 2025, as stipulated in the relevant applicable regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), to the extent as applicable.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the SIDBI for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the SIDBI.

SIDBI is established and governed by SIDBI Act, 1989 and SIDBI General Regulation, 2000. Thus, Corporate Governance Structure and compliances are in accordance with applicability of the relevant regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent it does not conflict with SIDBI Act, 1989 and SIDBI General Regulations, 2000.

For: M/s. DEEP SHUKLA & ASSOCIATES
COMPANY SECRETARIES
(Peer Review Certificate No: 2093/2022)



Place: Mumbai
Date: 28/04/2025

DEEP SHUKLA
{PROPRIETOR}
FCS: 5652
CP NO.5364
UDIN: F005652G000217974

Annexure IV



A-603, Maruti Bhuvan, Parsi Panchayat Road,
Opp. Sona Udyog, Andheri East, Mumbai - 400069.
022 - 35518802
+91 9594863281
csoffice@deepshukla.com/deep@deepshukla.com
www.deepshukla.com

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:

- all the documents and records made available to us and explanation provided by SIDBI ("the high value Debt Listed Entity"),
- the filings/ submissions made by the listed entity to the stock exchange(s),
- website of the listed entity
- 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:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder;
- 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:-

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



Annexure IV

- (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



Annexure IV

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
			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.

Annexure IV

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
		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:



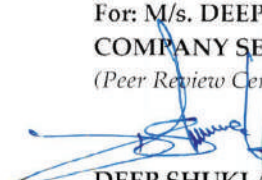
Annexure IV

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)

Place: Mumbai
Date: 28/04/2025


DEEP SHUKLA
{PROPRIETOR}
FCS: 5652
CP NO.5364
UDIN:F005652G000217831



Annexure V

	Rajkumar R. Tiwari FCS., LL.M., MBA(Fin.), Mcom., MA(Eco.), M. Phil., PGDICH & IA., DIPL., DTL., DFM. Practising Company Secretary
	Office : 3/1413, 14 th Floor, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai Central, Mumbai 400 008. Tel. : 022-23011981 / 022-66351981(M) 9820353375 E-mail:raj.nj4227@gmail.com / raj_nj13@hotmail.com
Date: 25 JUN 2025	
FORM NO. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st March, 2025 (Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies Appointment and Remuneration of Managerial Personnel Rules, 2014)	
To, The Members, Micro Units Development & Refinance Agency Limited [MUDRA Ltd.] Swavalamban Bhavan, Plot No. C-11,'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400051	
I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Micro Units Development & Refinance Agency Limited(CIN: U65100MH2015PLC274695) (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing my opinion thereon.	
Based on my verification of the Micro Units Development & Refinance Agency Limited 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 secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-Process and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:	
I have examined the books, papers, minute books, forms and returns filed and other records maintained by Micro Units Development & Refinance Agency Limited ("the Company") for the financial year ended on 31st March, 2025 according to the provisions of:	
i. The Companies Act, 2013 ("the Act") including amendments thereof and the rules made there under;	
ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under (Not Applicable to the Company);	
	
Page 1 of 3	

Annexure V

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. 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; **(Not Applicable to the Company)**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable to the Company)**
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not Applicable to the Company)**
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company)**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company)**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company)**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with clients; **(Not Applicable to the Company)**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company)**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company)**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(Not Applicable to the Company)**
- vi. The Company has identified and confirmed the following laws as being specifically applicable to the Company:
 - a) Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 read with Master Circular as issued by Reserve Bank of India with respect to Returns to be submitted by NBFCs, as may be applicable.



Annexure V

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I 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 period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings/Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except where consent of directors was received for circulation of the agenda and notes on agenda at a shorter notice 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.

All the resolutions, decisions of the Board and Committees thereof were carried out with requisite majority.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period under review the Company has enhanced the borrowing limit to Rs. 8,000 Crores, pursuant to the provisions of Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013 by passing Shareholders Special resolution in the 9th Extra-Ordinary General Meeting of the Company held at shorter notice on Monday, 27th January, 2025.

Place: Mumbai
Date: June 25, 2025



CS Rajkumar R. Tiwari
Company Secretary in whole time practice:
C.P. No.:2400 FCS No.:4227
P.R. No. 2041/2022
UDIN: F004227G000661499

This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure V

	Rajkumar R. Tiwari
	FCS., LL.M., MBA(Fin.), Mcom., MA(Eco.), M. Phil., PGDICM & IA., DIPL., DTL., DFM. Practising Company Secretary
Office : 3/1413, 14th Floor, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai Central, Mumbai 400 008. Tel. : 022-23011981 / 022-66351981(M) 9820353375 E-mail:raj.nj4227@gmail.com / raj_nj13@hotmail.com	
Date: 25 JUN 2025	
Annexure-A	
To, The Members, Micro Units Development & Refinance Agency Limited [MUDRA Ltd.] Swavalamban Bhavan, Plot No. C-11,'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400051	
I further state that my report of the even date is to be read along with this letter.	
- Maintenance of Secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these records based on my audit. - I 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 bases to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion. - I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. - Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc. - The Compliance of the Provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis. - 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: June 25, 2025	 CS Rajkumar R. Tiwari Company Secretary in whole time practice: C.P. No.: 2400 FCS No.:4227 P.R. No. 2041/2022 UDIN: F004227G000661499 25/06/2025
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Small Industries Development Bank of India

www.sidbi.in



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