

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: Small Industries Development Bank of India
2. Quarter ending: September 30, 2022

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non- Executive/ Independent / & Nominee)	Initial Date of Appointment	Date of Reappoint ment	Date of Cessation	Tenure *	Date of Birth	No. Of directorship in listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entity including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sivasubramanian Ramann	AABPR9184R & 07685657	Chairperson / Executive	19/04/2021	-	18/04/2024 or until further orders, whichever is earlier	-	25/02/1966	1	0	0	0
Mr.	V. Satya Venkata Rao	ACEPV3063A & 00334394	Executive	05/06/2020	-	04/06/2023 or until further orders, whichever is earlier	-	14/01/1965	1	0	1	0
Mr.	Sudatta Mandal	AALPM7389P & 00942070	Executive	03/05/2021	-	02/05/2024 or until further orders,	-	20/04/1968	1	0	1	0

							whichever is earlier								
Mr.	Shailesh Kumar Singh#	AMSPS7686Q	Non-Executive / Independent / Nominee	20/06/2022	-	Until further orders	-	28/03/1966	1	1	0	0	0		
Mr.	Lalit Kumar Chandel	AAGPC1282J & 00182667	Non-Executive / Independent / Nominee	01/04/2022	-	Until further orders	-	12/05/1967	3	1	3	2			
Mr.	K. Sampath Kumar	AUXPS1050R & 09706264	Non-Executive / Independent / Nominee	20/07/2022	-	Until further orders	-	21/03/1967	1	1	0	0			
Mr.	Krishna Singh Nagyal	AANPN6331N & 06857451	Non-Executive / Independent / Nominee	29/10/2021	-	Until further orders	-	01/02/1962	1	1	0	0			
Mr.	Monomoy Mukherjee#	AABPM5513H	Non-Executive / Independent / Nominee	29/12/2021	-	Until further orders	-	30/09/1964	1	1	0	0			
Mr.	G. Gopalakrishna	AAAPG6780D & 06407040	Non-Executive / Independent / Nominee	11/08/2018	11/08/2021	10/08/2024	6 years	11/03/1956	2	2	1	0			
Mr.	Ashish Gupta	AEZPG8710N & 02715220	Non-Executive / Independent / Nominee	11/08/2018	11/08/2021	10/08/2024	6 years	02/07/1973	1	1	1	0			
Ms.	Nupur Garg	AGVPG6648R & 03414074	Non-Executive / Independent / Nominee	04/02/2019	04/02/2022	03/02/2025	6 years	09/08/1974	2	2	3	1			
Mr.	Amit Tandon	AADPT7741C & 01602336	Non-Executive / Independent / Nominee	08/08/2021	-	07/08/2024	3 years	25/10/1960	1	1	0	0			

☞ Whether Regular chairperson appointed – Yes. As per the SIDBI Act 1989, Chairman & Managing Director (CMD) has been appointed by the Govt of India.

☞ Whether Chairperson is related to managing director or CEO – As per SIDBI Act, SIDBI has Chairman and Managing Director as single director

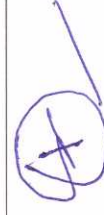
\$ PAN of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
* to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Directors don't have DIN.



II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Shri Lalit Kumar Chandel	Non-Executive / Independent / Nominee	20/04/2022	-
		2. Shri V. Satya Venkata Rao	Executive	12/06/2020	-
		3. Shri Sudatta Mandal	Executive	07/05/2021	-
		4. Shri Ashish Gupta	Non-Executive / Independent	15/04/2019	-
		5. Smt. Nupur Garg	Non-Executive / Independent	25/10/2021	-
2. Nomination & Remuneration Committee	No	1. Shri Lalit Kumar Chandel	Non-Executive / Independent / Nominee	17/05/2022	-
		2. Shri Krishna Singh Nagyal	Non-Executive / Independent / Nominee	24/01/2022	-
		3. Shri G. Gopalakrishna	Non-Executive / Independent	24/01/2022	-
		4. Smt. Nupur Garg	Non-Executive / Independent	25/05/2021	-
3. Risk Management Committee (if applicable)	Yes	1. Shri Amit Tandon	Chairperson / Non-Executive / Independent	25/10/2021	-
		2. Shri V. Satya Venkata Rao	Executive	12/06/2020	-
		3. Shri Sudatta Mandal	Executive	07/05/2021	-
		4. Shri K. Sampath Kumar	Non-Executive / Independent / Nominee	25/07/2021	-
4. Stakeholders Relationship Committee	Stakeholders Relationship Committee is being constituted by SIDBI.	5. Shri Monomoy Mukherjee	Non-Executive / Independent / Nominee	11/01/2022	-
& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					



III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)	
17/05/2022	05/08/2022	Yes /No	10	7	80 Days	
* to be filled in only for the current quarter meetings						
IV. Meetings of Committees						
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
04/08/2022 (AC)	Yes /No	5	3	17/05/2022	79 Days	
02/08/2022 (RIMC)	Yes /No	5	3	09/05/2022	85 Days	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional						
** to be filled in only for the current quarter meetings						
V. Related Party Transactions						
Subject			Compliance status (Yes/No/NA) refer note below			
Whether prior approval of audit committee obtained			NO. • SIDBI is a statutory body constituted under the SIDBI Act 1989 passed by Parliament and hence governed by SIDBI Act 1989 and SIDBI General Regulations, 2000. • However, all the related party transactions are being reported to the Audit Committee on annual basis and is also reported in the Annual Report.			
Whether shareholder approval obtained for material RPT			NO. • SIDBI is a statutory body constituted under the SIDBI Act 1989 passed by Parliament and hence governed by SIDBI Act 1989 and SIDBI General Regulations, 2000. • As per the Act / Regulations, no provision exists for seeking shareholder approval for material RPT.			
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee			NO. • SIDBI is a statutory body constituted under the SIDBI Act 1989 passed by Parliament and hence governed by SIDBI Act 1989 and SIDBI General Regulations, 2000. • As per the Act / Regulations, no provision exists regarding omnibus approval of RPT. • However, all the related party transactions are being reported to the Audit Committee on annual basis.			



Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of in terms of SIDBI Act 1989 / SIDBI General Regulations, 2000/SSEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of in terms of SIDBI Act 1989 / SIDBI General Regulations, 2000-SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee-(As per the SIDBI Act / SIDBI General Regulation it is not mandatory to set up stakeholders Relationship Committee)
 - d. Risk management committee (as applicable)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SIDBI Act 1989 & SIDBI General Regulations, 2000 and SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SIDBI Act 1989 & SIDBI General Regulations, 2000 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report along with report for Quarter 1 of FY 2023 will be placed before the Board of Directors This report and/or The report submitted in the Quarter 4 of FY 2022 has been placed before Board of Directors. Based on the advice of the Board, wef 14.10.2022, Audit Committee has been reconstituted to comply with the requirements of (LODR regulation 18) and the Stakeholders Relationship Committee constituted to comply with LODR Regulation 20). Other steps including formulation of policy for related party transaction, etc, are being taken to comply with the other provisions of Regulation 16-27. It may be mentioned that, as per Explanation to Regulation 16(1)(b), In case of a 'high value debt listed entity', 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. Hence all the non - executive directors (including nominee directors and co-opted directors) have been treated as independent directors for the purpose of compliance.

Name & Designation



Pankaj Kumar Sahu

Company Secretary / Compliance Officer / ~~Managing Director~~ / ~~CEO~~ / ~~CFO~~

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Format to be submitted by listed entity at the end of 6 months from the close of financial year FY 2022

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	NA. SIDBI is a high value debt listed entity and hence the regulation 46(2) is not applicable to SIDBI. hence the regulation 46(2) is not applicable to SIDBI. However, in terms of Regulation 62(1)(iii) of Chapter V of LODR 2015, (as applicable to an entity which has listed non-convertible securities), copy of the Annual report of SIDBI for FY 2022 as displayed on website of SIDBI is enclosed.
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No. At present, the regulation 18 is applicable on comply or explain basis till March 31, 2023. No such requirement is applicable as per the SIDBI Act 1989 or the SIDBI General regulations, 2000. SIDBI has since reconstituted the Committee on 14.10.2022 in line with the regulation and the provisions of the regulation will be complied with, wef the next AGM onwards.
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	No. At present, the regulation 19 is applicable on comply or explain basis till March 31, 2023. No such requirement was applicable as per the SIDBI Act 1989 or the SIDBI General regulations, 2000. The provisions of the regulation will be complied with, wef the next AGM onwards.



Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	No. At present, the regulation 20 is applicable on comply or explain basis till March 31, 2023. No such Committee was applicable as per the SIDBI Act 1989 or the SIDBI General regulations, 2000. SIDBI has since constituted the Committee on 14.10.2022 in line with the regulation and the provisions of the regulation will be complied with, wef the next AGM onwards.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes SIDBI is a high value debt listed entity as per the LODR 2015. Hence the regulation 34(3) is not applicable to SIDBI. However, as per NSE circular Ref. No: NSE/CML/2022/01 dated January 07, 2022, Part C of Schedule V (disclosures in corporate governance report as part of annual report) has been complied with in Annual reports of SIDBI for FY 2022.
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
Name & Designation  Pankaj Kumar Sahu, DGM Company Secretary / Compliance Officer / Managing Director / CEO / CFO		

ANNEX III
Format to be submitted by listed entity at the end of 6 months from the close of financial year FY 2022

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	NA. SIDBI is a high value debt listed entity and hence the regulation 46(2) is not applicable to SIDBI. hence the regulation 46(2) is not applicable to SIDBI. However, in terms of Regulation 62(1)(iii) of Chapter V of LODR 2015, (as applicable to an entity which has listed non-convertible securities), copy of the Annual report of SIDBI for FY 2022 as displayed on website of SIDBI is enclosed.
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No. At present, the regulation 18 is applicable on comply or explain basis till March 31, 2023. No such requirement is applicable as per the SIDBI Act 1989 or the SIDBI General regulations, 2000. SIDBI has since reconstituted the Committee on 14.10.2022 in line with the regulation and the provisions of the regulation will be complied with, wef the next AGM onwards.
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	No. At present, the regulation 19 is applicable on comply or explain basis till March 31, 2023. No such requirement was applicable as per the SIDBI Act 1989 or the SIDBI General regulations, 2000. The provisions of the regulation will be complied with, wef the next AGM onwards.



Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	No. At present, the regulation 20 is applicable on comply or explain basis till March 31, 2023. No such Committee was applicable as per the SIDBI Act 1989 or the SIDBI General regulations, 2000. SIDBI has since constituted the Committee on 14.10.2022 in line with the regulation and the provisions of the regulation will be complied with, wef the next AGM onwards.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes SIDBI is a high value debt listed entity as per the LODR 2015. Hence the regulation 34(3) is not applicable to SIDBI. However, as per NSE circular Ref. No: NSE/CML/2022/01 dated January 07, 2022, Part C of Schedule V (disclosures in corporate governance report as part of annual report) has been complied with in Annual reports of SIDBI for FY 2022.
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
Name & Designation  Pankaj Kumar Sahu, DGM Company Secretary / Compliance Officer / Managing Director / CEO / CFO		

Form to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year
Half year ending - September 30, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00

(B) Any guaranteed/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them		0.00	0.00
Promoter Group or any other entity controlled by them		0.00	0.00
Directors (including relatives) or any other entity controlled by them		0.00	0.00
KMPs or any other entity controlled by them		0.00	0.00

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		0.00	0.00
Promoter Group or any other entity controlled by them		0.00	0.00
Directors (including relatives) or any other entity controlled by them		0.00	0.00
KMPs or any other entity controlled by them		0.00	0.00

(D) Excluded amounts include:

- Exposure in respect of Associates and Subsidiaries whose accounts are consolidated with SIDBI.
- Exposure against the Companies owned by central Government (SB), Bank of Maharashtra, National Housing Bank, NCGTC, CGTMSE, IIFCL.
- SIDBI is a financial institution whose main activity is lending / investment/ managing venture capital funds and hence such exposures are excluded.
- Exposure to KMPs (CEO/CFO/DMD/Senior Management /CS (being employees) as part of their service conditions
- Exposure to one Venture capital fund viz. YourNext India VC Fund, out of Fund of Fund operations of SIDBI (Fund of Fund for Start ups, FFS of GoI) is Rs. 29.86 crore. However since this is not part of SIDBI's balance sheet, has not been considered under reporting.

II. Affirmations:
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.


Rajendra Agrawal, General Manager
Name & Designation
CEO / CFO

Note
1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt; a) by a government company to/ for the Government or government company
b) by the listed entity to/for its subsidiary (and joint-venture company) whose accounts are consolidated with the listed entity.
c) by a banking company or an insurance company; and
d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.