



SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA

Notice of AGM

Notice is hereby given that the 28th Annual General Meeting of the shareholders of Small Industries Development Bank of India (SIDBI) will be held on Monday, August 24, 2026 at 3.00 p.m. IST at Board Room, Head office of SIDBI i.e., SIDBI Tower, 15-Ashok Marg, Lucknow-226001 to transact the following business.

ORDINARY BUSINESS:

1. 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, 2026, 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 March 31, 2026, Profit and Loss Account of SIDBI for the year ended March 31, 2026, 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".

2. To declare final dividend on equity shares of SIDBI for the financial year (2026) ended on March 31, 2026.

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 for the year ended March 31, 2026, be paid to those shareholders whose names appear on the register of members, as on record date. However, dividend in respect of 5,27,56,529 shares allotted to GOI on March 30, 2026 will be paid on pro-rata basis."

3. To consider and authorize Board of Directors of SIDBI to appoint statutory auditors of the Bank for FY2027 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 select and appoint a Chartered Accountant firm, out of the panel of Auditors approved by the Reserve Bank of India, as Statutory Auditor to hold office for FY 2027 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 pending approval from RBI, for appointment of Statutory Auditors of the Bank for FY 2027, M/s J. Kala & Associates,

Chartered Accountants, be and are hereby appointed to undertake the Limited Review of Financial Statements of the Bank for the quarter ending June 30, 2026, and subsequent quarters as well should there be further delay in receipt of list of Auditors from RBI.

RESOLVED FURTHER THAT the 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.”

4. 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 Gopal Jha (DIN:11362455)** who was nominated as Director by the State Bank of India, SBI not liable to retire by rotation, with effect from October 23, 2025”.

5. 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 **Dr. K S Mahesh (DIN:09170623)** who was nominated as Director by the National Bank for Agriculture and Rural Development, NABARD, not liable to retire by rotation, with effect from December 05, 2025”.

SPECIAL BUSINESS:

6. 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, 2027 ("FY2027"), 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, 2027,

- (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: July 31, 2026 Place: Lucknow	By order of the Board of Directors For Small Industries Development Bank of India (Prakash Kumar) Deputy Managing Director
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NOTES:

1. An explanatory statement each relating to item nos. 3,4,5 & 6 to be transacted at 28th 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. Apart from the representative of Government of India, the largest shareholder, in terms of Regulation no. 62 (2) of SIDBI General Regulations, 2000, no person shall attend or vote at 28th 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 28th 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 28th 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 March 31, 2026, Profit and Loss Account of SIDBI for the year ended March 31, 2026, 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 28th AGM ('Annual Report') are displayed on 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 28th AGM being the cut-off date.
2. The Board of Directors has recommended Dividend of ₹2/- per Equity Share for the Financial Year ended March 31, 2026, subject to approval of shareholders at the AGM. However, dividend in respect of 5,27,56,529 shares allotted to GOI on March 30, 2026 will be paid on pro-rata basis.
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, 2026.
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. 022-67221670/ 67531130/ 67531233 or Company Secretary at 0522-4259806, Mobile No. 8939232622, 9415322793, 9078000173, 9702088849 Email: boarddiv_lho@sidbi.in or compliance_officer@sidbi.in) with regard to any matter related to equity shares of SIDBI.



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.

The term of appointment of 3 years of current Statutory Auditors of SIDBI viz. M/s J. Kala and Associates, Chartered Accountants has got over on March 31, 2026. SIDBI vide letter dated April 06, 2026, requested Reserve Bank of India (RBI) to forward panel of Auditors approved by the RBI so as to obtain the approval of Shareholders for appointment of the Statutory Auditors of the Bank for FY 2026-27 in the Bank's AGM in accordance with the provisions of the SIDBI Act, 1989.

However, RBI has informed that the panel of eligible auditors for FY 2026-27 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 Statutory Auditors of SIDBI for FY 2026-27 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, 2026, 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 Gopal Jha** has been nominated as a Non-Executive Director by State Bank of India w.e.f. October 23, 2025.

A brief resume of **Shri Gopal Jha** 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 Gopal Jha** 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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, based on representation made by SIDBI, SEBI vide its letter dated November 10, 2025 had permitted SIDBI to consider all the non-executive directors including nominee directors as independent directors in line with explanation to regulation 16, subject to compliance with the laws prescribed for appointment and constitution of Board as per SIDBI Act, 1989.

Accordingly, in terms of LODR 2015 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 Gopal Jha** as a "Non- Executive/ Independent/ Nominee Director" of the Bank to hold office w.e.f. October 23, 2025, not liable to retire by rotation.

Except **Shri Gopal Jha**, 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 Sections 6 (1) (d) of the Small Industries Development Bank of India Act, 1989 **Dr. K S Mahesh** has been nominated as a Non-Executive Director by National Bank for Agriculture and Rural Development, NABARD w.e.f. December 05, 2025.

A brief resume of **Dr. K S Mahesh** 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, **Dr. K S Mahesh** 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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, based on representation made by SIDBI, SEBI vide its letter dated November 10, 2025 had permitted SIDBI to consider all the non-executive directors including nominee directors as independent directors in line with explanation to regulation 16, subject to compliance with the laws prescribed for appointment and constitution of Board as per SIDBI Act, 1989.

Accordingly, in terms of LODR 2015 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 **Dr. K S Mahesh** as a “Non- Executive/ Independent/ Nominee Director” of the Bank to hold office w.e.f. December 05, 2025, not liable to retire by rotation.

Except **Dr. K S Mahesh**, 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

Background and context:

Applicable law:

In accordance with Regulation 2(1) (zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR 2015), “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 SEBI LODR 2015 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 thresholds specified in Schedule XII of SEBI LODR 2015 (Linked to certain % 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 at least 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 SEBI LODR 2025 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 FY 2027 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 Regulation 2(1) (zb) of SEBI LODR 2015, 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 FY 2027, 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 SEBI LODR 2015, are 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. 6 is placed for the approval of the shareholders.

Information pursuant to SEBI Master Circular

SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated July 11, 2025

(Chapter VIII)

Summary of information provided by the management to the Audit Committee		
Sr No	Particulars	Details
	Name	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 2026-27.
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.

Summary of information provided by the management to the Audit Committee		
Sr No	Particulars	Details
8	Consolidated Annual turnover of SIDBI for previous FY	Total Consolidated Income of Rs.44,068 crore in FY 2026.
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.
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.

Summary of information provided by the management to the Audit Committee		
Sr No	Particulars	Details
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.		



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. 6.

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. 6 of the Notice.

Accordingly, based on the review and approval of the Audit Committee, the Board of Directors recommends the item no. 6 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: July 31, 2026 Place: Lucknow	By order of the Board of Directors For Small Industries Development Bank of India (Prakash Kumar) Deputy Managing Director
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Annexure

Details of Directors seeking appointment at the 28th Annual General Meeting of Small Industries Development Bank of India as required as per Regulation Listing Regulations.

Directors appointed after last AGM held on September 29, 2025

I. Shri Gopal Jha

Shri Gopal Jha is a seasoned banker, with a rich experience of more than 30 years in various capacities in State Bank of India. He is a Postgraduate from Lalit Narayan University, Darbhanga.

He has worked in various positions in the bank including that of Branch Manager of District Headquarter branches, Regional Head, Module Head and Network Head.

He currently occupies the position of CGM (SME & SCF) at SBI Corporate Centre, Mumbai and heading the MSME & Supply Chain Finance Vertical of the Bank.

II. Shri K S Mahesh

Dr. K. S. Mahesh, Chief General Manager has been with National Bank for Agriculture and Rural Development for close to 30 years and he has served in various capacities in the States of Maharashtra, Uttarakhand, Tamil Nadu and Karnataka and is currently heading the Department of Refinance at Head Office, Mumbai. He had a four-year stint in NABARD Consultancy Services, a fully owned subsidiary of NABARD and a five-year stint as Chief Financial Officer of NABKISAN Finance Limited, an NBFC, subsidiary of NABARD. He also served as a Whole Time Director of the Company for more than a year and currently is a Nominee Director of NABARD on the Board of NABKISAN.

Dr. K. S. Mahesh holds a doctorate in Horticulture from Indian Agricultural Research Institute (Pusa), New Delhi. He also holds an MBA in Financial Services Management. His areas of specialisation include project formulation, appraisal and financing, credit planning, consultancy in agriculture and rural development areas and financing Farmer Producer Organisations, NBFC/MFIs, rural credit etc. He has undertaken several national and international level consultancy assignments.



SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA

FORM B

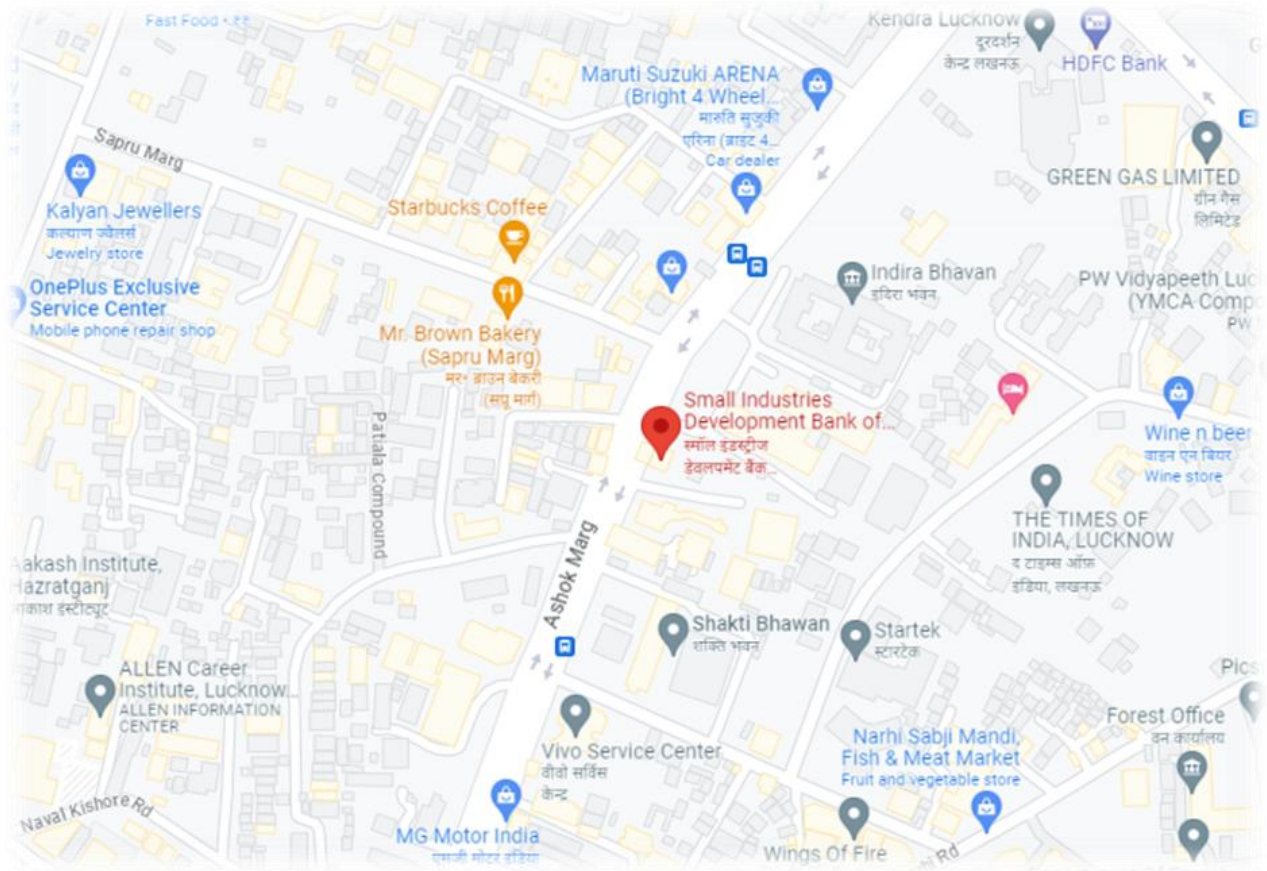
FORM OF PROXY

(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, Shri
.....resident of
....._in the district
of.....in the State of
.....as 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