

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U65999MH2017FLC293229

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAYCS4336A

(ii) (a) Name of the company

SBM BANK (INDIA) LIMITED

(b) Registered office address

101, Raheja Centre, 1st Floor
Free Press Journal Marg,
Nariman Point
Mumbai City
Maharashtra
400021

(c) *e-mail ID of the company

secretarial@sbmbank.co.in

(d) *Telephone number with STD code

+91912224103146

(e) Website

(iii) Date of Incorporation

30/03/2017

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Subsidiary of Foreign Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

For SBM BANK (INDIA) LTD.

[Signature]
Company Secretary

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K1	Banking activities by Central, Commercial and Saving banks	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SBM (Bank) Holdings Ltd		Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,000,000,000	756,958,418	756,958,418	756,958,418
Total amount of equity shares (in Rupees)	10,000,000,000	7,569,584,180	7,569,584,180	7,569,584,180

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,000,000,000	756,958,418	756,958,418	756,958,418
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	7,569,584,180	7,569,584,180	7,569,584,180

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	756,958,418	0	756958418	7,569,584,180	7,569,584,180	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	

v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify						
At the end of the year	756,958,418	0	756,958,418	7,569,584,1	7,569,584,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,331,909,000

(ii) Net worth of the Company

5,810,176,180

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	756,958,418	100	0	
10.	Others	0	0	0	
	Total	756,958,418	100	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

Total number of shareholders (Promoters+Public/
Other than promoters)

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	2	0	0
B. Non-Promoter	1	4	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SIDHARTH RATH	AACPR4991B	CEO	0	
SIDHARTH RATH	00682901	Managing Director	0	
AMEET NAVINCHANDI	00726197	Director	0	
ABDUL SATTAR ADAM	01724586	Director	0	
SANJAY KUMAR BHAT	01924770	Director	0	
UMESH JAIN	06432749	Additional director	0	
SUDHA RAVI	06764496	Director	0	
BHAVANA ALANKAR S	AJNPC1711A	Company Secretar	0	
ANDREW PHILIP BAIN	08143450	Director	0	
SHYAM SUNDAR BARI	08184820	Director	0	
SAILESHKUMAR SHAH	AAMPS9064J	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MUGDHA VIREN MERC	AMZPM5649Q	Company Secretar	06/06/2020	Appointment
TALIB AKHTER HUSAI	ABEPL7060L	CFO	30/06/2020	Cessation
ABDUL SATTAR ADAM	01724586	Additional director	09/07/2020	Appointment
UMESH JAIN	06432749	Additional director	14/10/2020	Appointment
MUGDHA VIREN MERC	AMZPM5649Q	Company Secretar	14/10/2020	Cessation
BHAVANA ALANKAR S	AJNPC1711A	Company Secretar	14/10/2020	Appointment
SAILESHKUMAR SHAH	AAMPS9064J	CFO	01/07/2020	Appointment
ABDUL SATTAR ADAM	01724586	Director	27/07/2020	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EGM	08/05/2020	7	7	100
AGM	27/07/2020	7	7	100

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/04/2020	6	6	100
2	06/06/2020	6	6	100
3	29/06/2020	6	6	100
4	09/07/2020	6	6	100
5	14/10/2020	8	8	100
6	02/12/2020	8	8	100
7	17/03/2021	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/06/2020	3	3	100
2	Audit Committee	12/08/2020	3	3	100
3	Audit Committee	10/09/2020	3	3	100
4	Audit Committee	13/10/2020	3	3	100
5	Audit Committee	12/01/2021	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Audit Committee	09/03/2021	4	4	100
7	Board Credit a	18/05/2020	4	4	100
8	Board Credit a	06/06/2020	4	4	100
9	Board Credit a	18/06/2020	4	4	100
10	Board Credit a	17/07/2020	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/07/2021
								(Y/N/NA)
1	SIDHARTH RATH	7	7	100	26	26	100	Yes
2	AMEET NAVI	7	6	85.71	14	14	100	Yes
3	ABDUL SATTAR	3	3	100	5	4	80	No
4	SANJAY KUMAR	7	7	100	21	21	100	No
5	UMESH JAIN	3	3	100	7	7	100	No
6	SUDHA RAVI	7	7	100	30	30	100	No
7	ANDREW PHILLIPS	7	7	100	23	23	100	No
8	SHYAM SUNIL	7	7	100	17	17	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	SIDHARTH RATH	MD & CEO	26,164,600	0	0	0	26,164,600
	Total		26,164,600	0	0	0	26,164,600

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BHAVANA ALANKA	Company secret	1,050,000	0	0	0	1,050,000
2	TALIB AKHTER HU	CFO	6,985,110	0	0	0	6,985,110
3	SAILESHKUMAR S	CFO	5,250,000	0	0	0	5,250,000
4	MUGDHA VIREN M	Company secret	535,618.6	0	0	0	535,618.6
	Total		13,820,728.6	0	0	0	13,820,728.6

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUDHA RAVI	DIRECTOR	0	0	0	2,150,000	2,150,000
2	SANJAY KUMAR B	DIRECTOR	0	0	0	1,550,000	1,550,000
3	SHYAM SUNDAR E	DIRECTOR	0	0	0	1,400,000	1,400,000
4	AMEET NAVINCHA	DIRECTOR	0	0	0	1,150,000	1,150,000
5	ABDUL SATTAR AI	DIRECTOR	0	0	0	350,000	350,000
6	UMESH JAIN	DIRECTOR	0	0	0	550,000	550,000
7	ANDREW BAINBRI	DIRECTOR	0	0	0	1,700,000	1,700,000
	Total		0	0	0	8,850,000	8,850,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

NAVNEET BATHLA

Whether associate or fellow

Associate Fellow

Certificate of practice number

20939

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 23.36 dated 17/03/2021

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by Sioharth Rath
Date: 2021.12.23 12:12:26 +05'30'

DIN of the director

00682901

To be digitally signed by

Digitally signed by Bhavana Alankar Shinde
Date: 2021.12.23 12:13:17 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders.pdf Form MGT-8.pdf Details of Board and Committee Meetings. Note to ROC.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

For SBM BANK (INDIA) LTD.

Company Secretary



**Details with respect to Clause IX – B (Board) and C (Committee) Meetings of MGT-7
DETAILS OF BOARD AND COMMITTEE MEETINGS**

Type of Meeting	Date	Total Number of Members as on date of Meeting	Attendance	
			No. of Members attended	% of Attendance
Board Meeting	22 nd April 2020	6	6	100
	6 th June 2020	6	6	100
	29 th June 2020 (including Adjourned Meeting on 1 st July 2020)	6	6	100
	9 th July 2020	6	6	100
	14 th October 2020	8	8	100
	2 nd December 2020	8	8	100
	17 th March 2021	8	7	87.5
Audit Committee	22 nd June 2020 (including Adjourned Meeting on 1 st July 2020)	3	3	100
	12 th August 2020	3	3	100
	10 th September 2020	3	3	100
	13 th October 2020	3	3	100
	12 th January 2021 (including Adjourned meeting on 15 th January 2020)	4	4	100
	9 th March 2021	4	4	100
BCIC	18 th May 2020	4	4	100
	6 th June 2020	4	4	100
	18 th June 2020	4	4	100
	17 th July 2020	4	4	100
	14 th August 2020	4	4	100
	7 th September 2020	4	4	100
	25 th September 2020 (including Adjourned meeting on 29 th September 2020)	4	4	100
	28 th October 2020	4	4	100
	28 th November 2020	4	4	100
	15 th December 2020	4	4	100
	19 th January 2021	4	4	100
	17 th February 2021 (including Adjourned meeting on 23 rd February 2021)	4	4	100
	23 rd March 2021	4	4	100
	30 th March 2021	4	4	100
NRC	20 th May 2020	3	3	100
	2 nd July 2020	3	3	100
	19 th September 2020	3	3	100
	23 rd February 2021	4	4	100
	10 th March 2021	4	4	100

SBM BANK (INDIA) LTD

Corporate Office : 306 - A, The Capital, G Block, Bandra-Kurla Complex, Bandra East, Mumbai - 400 051, India.

Regd. Office : 101, Raheja Centre, 1st Floor, Free Press Journal Marg, Nariman Point, Mumbai - 400 021, India.

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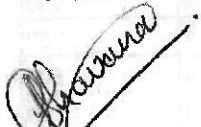
CIN No. : U65999MH2017FLC293229



Type of Meeting	Date	Total Number of Members as on date of Meeting	Attendance	
			No. of Members attended	% of Attendance
IT Steering	22nd June 2020	3	3	100
	23rd September 2020	3	3	100
	16th December 2020	5	5	100
	10th March 2021	5	5	100
CSR	15th February 2021	3	3	100
RMC	14th May 2020	3	3	100
	28th July 2020	3	3	100
	26th October 2020	4	4	100
	28th January 2021 (including Adjourned meeting on 3 rd February 2021)	4	4	100
Fraud Monitoring	16th March 2021	5	5	100
Customer Service and Marketing Strategy Committee	18th September 2020	3	3	100
	18th February 2021	4	3	100
Independent Directors Meeting	25th March 2021	5	5	100

Board Credit and Investment Committee (BCIC)
Nomination and Remuneration Committee (NRC)
Risk Management Committee (RMC)
Corporate Social Responsibility Committee (CSR)

For and on Behalf of SBM Bank (India) Limited


Bhavana Shinde

Company Secretary

Date: December 21, 2021
Place: Mumbai

SBM BANK (INDIA) LTD
Corporate Office : 306 - A, The Capital, G Block, Bandra-Kurla Complex, Bandra East, Mumbai - 400 051, India.
Regd. Office : 101, Raheja Centre, 1st Floor, Free Press Journal Marg, Nariman Point, Mumbai - 400 021, India.

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www.sbmbank.co.in

CIN No. : U65999MH2017FLC293229

Form No. MGT-8

[Pursuant to Section 92 (2) of the Companies Act, 2013 and rule 11 (2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **SBM BANK (INDIA) LIMITED** (the 'Company') as required to be maintained under the Companies Act, 2013 (the 'Act') and the rules made thereunder for the financial year ended on 31st March, 2021 (the 'financial year'). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act and Rules made thereunder in respect of:
1. its status under the Act;
 2. maintenance of registers, records and making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time except in few cases where forms were filed by paying additional fees. The Company was not required to file any forms under the Act with the Regional Director, Central Government, the Tribunal, Court, or other authorities; other than RBI.
 4. calling, convening, holding meetings of Board of Directors, its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Books and maintained for the purpose and the same have been signed. Further there was no resolution which was passed by postal ballot;
 5. no closure of Register of Members / Security holders;
 6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act is not applicable to the Company.

7. all contracts and arrangement entered into by the Company with related parties as specified in Section 188 of the Act in the ordinary course of its business and at arm's length basis;
8. during the financial year there was no transfer or transmission of shares, or buyback of securities, redemption of preference shares, reduction of share capital, conversion of shares / securities. redemption/issue of debentures/ allotment of Equity shares;
9. the Company has not kept in abeyance the right to dividend, right share and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. no declaration and payment of dividend. The Company was not required to transfer any amount to the Investor Education and Protection Fund under section 125 of the Act;
11. signing of audited financial statement for the financial year as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
12. during the year there were appointment/reappointment of Key Managerial Personnel and Directors. Disclosure of interest were received from all the Directors and Key Managerial Personnel. There was no casual vacancy during the year.
13. there was no casual vacancy of the auditors.
14. no approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court, or such other authorities other than RBI under the various provisions of the Act;
15. no acceptance /renewal/repayment of deposit from public. However, being a Banking Company, section 73 (1) of the Companies Act, 2013, do not apply to a Banking company as defined in the Reserve Bank of India Act, 1934;
16. borrowings from directors, members, public financial institutions, bank others and no instance of creation/modification/satisfaction of charge – there were no such transactions during the year;


17. loans and investments or guarantee given, or securities provided to other bodies corporate or persons falling under the provisions of section 186 of the Act – no such transactions during the year;
18. there was alteration in the provision of Article of Association, pursuant to the approval of the shareholders of the Company at the 5th Extraordinary General Meeting held on 8th May 2020. There was not alteration to, the Memorandum of Association of the company during the year.

Navneet Kaur Bathla
Digitally signed
by Navneet Kaur
Bathla
Date: 2021.12.21
11:46:39 +05'30'

Navneet Bathla
Associate Partner
ACS:43605 / CP No.20939
For, BNP & Associates
Company Secretaries
[Firm Regn. No:P2014MH037400]
UDIN No- A043605C001842116

Date: 21st December, 2021
Place: Mumbai




Bhavana Shinde
 Company Secretary

Date: December 21, 2021
 Place: Mumbai

For SBM Bank (India) Limited

List of Shareholders of SBM Bank (India) Limited as on 31.03.2021

First Name	Middle Name	Last Name	Folio No	DP Id - Client Id Account No	Number of Shares held	Certificate Number	Distinctive Nos From ... To.....	Class of shares
SBM (Bank) Holdings Ltd	NA	NA	01	NA	75,69,58,412	1 8 9	1 to 656958412 656958419 to 704958418 704958419 to 756958418	Equity Share
SBM Overseas One Ltd.	NA	NA	02	NA	1	2	656958413 to 656958413	Equity Share
SBM Overseas Two Ltd.	NA	NA	03	NA	1	3	656958414 to 656958414	Equity Share
SBM Overseas Three Ltd.	NA	NA	04	NA	1	4	656958415 to 656958415	Equity Share
SBM Overseas Four Ltd.	NA	NA	05	NA	1	5	656958416 to 656958416	Equity Share
SBM Overseas Five Ltd.	NA	NA	06	NA	1	6	656958417 to 656958417	Equity Share
SBM Overseas Six Ltd.	NA	NA	07	NA	1	7	656958418 to 656958418	Equity Share
				Total	75,69,58,418			

To,
The Registrar of Companies
100, Everest Building, Netaji Subhash Road,
Marine Drive,
Mumbai-400002

Subject- Clarification with respect to Clause VIII in MGT-7

Dear Sir,

We humbly submit the following for your consideration:

1. This in reference to Clause VIII in MGT-7 pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014] that requires annual return of the company to be filed with registrar of companies with details of Directors and Key Managerial Personnel.
2. This is to bring to your kind attention that the Board of Directors of SBM Bank (India) Limited at its Meeting held on December 17, 2019, appointed Mr. Dipak Agarwal (Head-Corporate Banking), Mr. Mandar Pitale (Head-Treasury), Mr. Rajeev Panikath (Chief Information Officer and Chief Operating Officer) as Key Managerial Personnel of the Bank with effect from 17th December 2019; and Mr Neeraj Sinha (Head – Retail Banking) with effect from 22nd April 2020, U/s 2(51) of Companies Act 2013 for effective functioning of the Bank.

Accordingly, the details of the change in Director(s) and Key Managerial Personnel w.r.t. aforesaid personnel are as under (required to be mentioned under Clause VIII(B)(ii):

Name	DIN/PAN	Designation	Date of Appointment	Nature of Change (Appointment / Change in Designation / Cessation)
Mr. Dipak Agrawal	ACZPA2385H	Head-Corporate Banking	17/12/2019	Appointed as KMP
Mr. Mandar Pitale	AIRPP6956B	Head-Treasury	17/12/2019	Appointed as KMP
Mr. Rajeev Panikath	ADSPP8483F	COO & CIO	17/12/2019	Appointed as KMP
Mr Neeraj Sinha	ADAPN4580F	Head – Retail Banking	22/04/2020	Appointed as KMP

It may kindly be noted that the aforesaid details of KMP are in addition to the details as mentioned under Clause VIII(B)(ii) in the Form MGT-7. It may also be kindly noted that since, the aforesaid personnel are not in the designation list as provided in the Form MGT-7, we are submitting the information as separate attachment through this letter.

In view of all the above, we hereby request your esteemed office to consider e-form MGT-7 filed for submission of annual return along with also the above details of KMP u/s 2(51) of Companies Act 2013.

For SBM Bank (India) Limited



Bhavana Shinde
Company Secretary