

FORM NO. MGT-7

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

www.sbmbank.co.in

(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

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

For SBM BANK (INDIA) LTD.

Rishabh Prasad
Company Secretary

KFIN TECHNOLOGIES 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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM 21/07/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

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

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SBM Bank (Holdings) Limited		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	823,625,084	823,625,084	823,625,084
Total amount of equity shares (in Rupees)	10,000,000,000	8,236,250,840	8,236,250,840	8,236,250,840

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,000,000,000	823,625,084	823,625,084	823,625,084
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	8,236,250,840	8,236,250,840	8,236,250,840

(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)				

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	756,958,418	0	756958418	7,569,584,180	7,569,584,180	
Increase during the year	66,666,666	0	66666666	666,666,660	666,666,660	333,333,330
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	66,666,666	0	66666666	666,666,660	666,666,660	333,333,330
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	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	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	823,625,084	0	823625084	8,236,250,8	8,236,250,	
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	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

INE07PX01014

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

Ledger Folio of Transferee	<input type="text"/>
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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

3,972,949,000

(ii) Net worth of the Company

6,920,827,558

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)	823,625,084	100	0	
10.	Others	0	0	0	
	Total	823,625,084	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)

0

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

7

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	2	0	2	0	0
B. Non-Promoter	1	5	1	6	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	6	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	7	1	8	0	0

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

12

(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)
ABDUL SATTAR ADAM	01724586	Director	0	
SUDHA RAVI	06764496	Director	0	
AMALORPAVANATHAN	06941432	Director	0	
SHYAM SUNDAR BARI	08184820	Director	0	
AMEET NAVINCHANDI	00726197	Director	0	
UMESH JAIN	06432749	Director	0	
SHARON RAMDENEY	09342424	Director	0	
RAOUL CLAUDE NICO	09194722	Director	0	
SIDHARTH RATH	AACPR4991B	CEO	0	
SIDHARTH RATH	00682901	Managing Director	0	
SAILESHKUMAR SHAH	AAMPS9064J	CFO	0	
BHAVANA ALANKAR S	AJNPC1711A	Company Secretary	0	

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

5

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)
SANJAY KUMAR BHAT	01924770	Director	27/01/2022	Cessation
ANDREW BAINBRIDGE	08143450	Director	05/08/2021	Cessation
AMALORPAVANATHAN	06941432	Director	16/09/2021	Appointment
RAOUL CLAUDE NICO	09194722	Director	16/06/2021	Appointment
SHARON RAMDENEY	09342424	Director	16/12/2021	Appointment

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

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	30/07/2021	7	7	100
EGM	16/09/2021	7	7	100
EGM	30/09/2021	7	7	100
EGM	30/03/2022	7	7	100

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/05/2021	8	8	100
2	16/06/2021	9	9	100
3	23/06/2021	9	9	100
4	16/09/2021	9	9	100
5	08/10/2021	9	9	100
6	16/12/2021	9	9	100
7	02/02/2022	9	7	77.78
8	22/02/2022	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

43

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 Commite	17/04/2021	4	4	100
2	Audit Commite	12/05/2021	4	4	100
3	Audit Commite	14/06/2021	4	4	100
4	Audit Commite	01/07/2021	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
5	Audit Commitee	25/08/2021	4	4	100
6	Audit Commitee	18/11/2021	4	4	100
7	Audit Commitee	15/12/2021	4	4	100
8	Audit Commitee	08/02/2022	4	4	100
9	Audit Commitee	12/02/2022	4	4	100
10	Board Credit a	20/04/2021	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	21/07/2022
								(Y/N/NA)
1	ABDUL SATTAR	8	8	100	8	5	62.5	No
2	SUDHA RAVI	8	8	100	33	33	100	No
3	AMALORPAV	5	5	100	12	12	100	No
4	SHYAM SUND	8	8	100	21	21	100	Yes
5	AMEET NAVIN	8	7	87.5	17	17	100	Yes
6	UMESH JAIN	8	8	100	18	17	94.44	No
7	SHARON RAM	2	1	50	4	4	100	No
8	RAOUL CLAU	7	7	100	18	12	66.67	No
9	SIDHARTH RA	8	8	100	33	31	93.94	Yes

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	29,746,484	0	0	0	29,746,484
	Total		29,746,484	0	0	0	29,746,484

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SAILESHKUMAR S	CFO	8,763,927	0	0	0	8,763,927
2	BHAVANA ALANKA	COMPANY SEC	2,122,500	0	0	0	2,122,500
	Total		10,886,427	0	0	0	10,886,427

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ABDUL SATTAR A	DIRECTOR	0	0	0	700,000	700,000
2	SANJAY KUMAR B	DIRECTOR	0	0	0	1,000,000	1,000,000
3	SUDHA RAVI	DIRECTOR	0	0	0	2,350,000	2,350,000
4	SHYAM SUNDAR E	DIRECTOR	0	0	0	1,700,000	1,700,000
5	AMEET PATEL	DIRECTOR	0	0	0	1,300,000	1,300,000
6	SHARON RAMDEN	DIRECTOR	0	0	0	300,000	300,000
7	AMALORPAVANAT	DIRECTOR	0	0	0	1,050,000	1,050,000
8	UMESH JAIN	DIRECTOR	0	0	0	1,350,000	1,350,000
9	ANDREW BAINBRI	DIRECTOR	0	0	0	800,000	800,000
	Total		0	0	0	10,550,000	10,550,000

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

D A KAMAT & CO.

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4965

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:

1. 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.
2. 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

SIDHARTH
H RATH
Digitally signed by
SIDHARTH RATH
Date: 2022.07.08
15:33:22 +05'30'

DIN of the director

00682901

To be digitally signed by

HITESH
PRAVIN
GUNDIGARA
Digitally signed by
HITESH PRAVIN
GUNDIGARA
Date: 2022.08.09
16:01:43 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number 28246

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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Shareholders as on 31032022.pdf
Details of Committee Meetings.pdf
Clarification Letter to ROC.pdf
MGT-8 FY 21-22- SBM.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.

Hitesh P Gundigara
Company Secretary



List of Shareholders of SBM Bank (India) Limited as on 31.03.2022

First Name	Middle Name	Last Name	Folio No	DP Id - Client Id Account No	Number of Shares held	Class of shares
SBM (Bank) Holdings Ltd	NA	NA	01	NA	82,36,25,078	Equity Share
SBM Overseas One Ltd.	NA	NA	02	NA	1	Equity Share
SBM Overseas Two Ltd.	NA	NA	03	NA	1	Equity Share
SBM Overseas Three Ltd.	NA	NA	04	NA	1	Equity Share
SBM Overseas Four Ltd.	NA	NA	05	NA	1	Equity Share
SBM Overseas Five Ltd.	NA	NA	06	NA	1	Equity Share
SBM Overseas Six Ltd.	NA	NA	07	NA	1	Equity Share
				Total	82,36,25,084	

For SBM BANK (INDIA) LIMITED

Hitesh Gundigara
Company Secretary

Details with respect to Clause IX - C (Committee Meetings) of MGT-7

CLAUSE IX - C: COMMITTEE MEETINGS

Type of Meeting	Date	Total number of Members as on the date of the Meeting	Attendance	
			Number of Members attended	% of attendance
Audit Committee	17 th April 2021	4	4	100
	12 th May 2021	4	4	100
	14 th June 2021	4	4	100
	1 st July 2021	4	4	100
	25 th August 2021	4	4	100
	18 th November 2021	4	4	100
	15 th December 2021	4	4	100
	8 th February 2022 (including Adjourned Meeting held on 12 th February 2022)	4	4	100
BCIC	20 th April 2021	4	4	100
	7 th May 2021	4	4	100
	20 th May 2021	4	4	100
	9 th June 2021	4	4	100
	24 th June 2021	4	4	100
	7 th July 2021	4	4	100
	22 nd July 2021	4	4	100
	26 th August 2021	4	4	100
	7 th October 2021	5	5	100
	29 th October 2021	5	4	80
	22 nd November 2021	5	3	60
	23 rd December 2021	5	4	80
	6 th January 2022 (including Adjourned Meeting held on 7 th January 2022)	5	3	60
	31 st January 2022	4	3	75
	10 th February 2022	4	4	100
	24 th February 2022	4	3	75
	17 th March 2022	4	3	75
NRC	4 th May 2021	4	4	100
	9 th June 2021	4	4	100
	14 th September 2021	4	4	100
	20 th September 2021	4	4	100
	17 th February 2022	4	4	100
	14 th March 2022	4	3	75
CSR	14 th March 2022	4	4	100
IT Steering	7 th June 2021	5	4	80

SBM BANK (INDIA) LTD

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

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toll-free: 1800 1033 817


www.sbmbank.co.in

CIN No. : U65999MH2017FLC293229

	21 st September 2021	5	4	80
	9 th December 2021	5	4	80
	22 nd March 2022	5	5	100
RMC	22 nd April 2021	4	4	100
	(including Adjourned Meeting held on 30 th April 2021)	4	3	75
	29 th July 2021	4	4	100
	(including Adjourned Meeting held on 4 th August 2021)			
	25 th October 2021	5	5	100
	(including Adjourned Meeting held on 16 th November 2021)			
	27 th January 2022	5	5	100
	(including Adjourned Meeting held on 16 th February 2022)	5	4	80
Fraud Monitoring Committee	16 th March 2022	5	5	100
Customer Service and Marketing Strategy Committee	23 rd September 2021	4	4	100
	4 th March 2022	5	4	80
Independent Directors Meeting	22 nd March 2022	7	7	100

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

For and on behalf of SBM Bank (India) Limited


Hitesh Gundigara
Company Secretary

September 08, 2022

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

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

Dear Sir,

We humbly submit the following for your consideration:

1. This is in reference to Clause VIII of Form MGT-7, pursuant to sub-section (1) of Section 92 of the Companies Act, 2013 and sub-rule (1) of Rule 11 of 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, had appointed Mr. Dipak Agarwal (Head - Corporate Banking), Mr. Mandar Pitale (Head - Treasury) as Key Managerial Personnel of the Bank with effect from December 17, 2019 and Mr. Neeraj Sinha (Head - Retail Banking) with effect from April 22, 2020 under Section 2(51) of the Companies Act, 2013 for effective functioning of the Bank.

Accordingly, the details of the additional 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 Agarwal	ACZPA238H	Head Corporate Banking	17/12/2019	Appointed as KMP
Mr. Mandar Pitale	AIRPP6956B	Head Treasury	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 Form MGT-7. It may kindly be noted that since, the aforesaid personnel are not in the designation list as provided in Form MGT-7, we are submitting the information as a separate attachment through this letter.



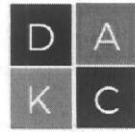
Further, we wish to submit that Mr. Rajeev Panikath (COO and CIO) of the Bank superannuated w.e.f. 31.01.2022.

In the view of the above, we hereby request your esteemed office to consider e-Form MGT-7 filed for submission of Annual Return along with the details of KMP under Section 2(51) of the Companies Act, 2013.

For SBM BANK (INDIA) LIMITED

A handwritten signature in black ink, appearing to read 'Hitesh P Gundigara'.

Hitesh Gundigara
Company Secretary



D. A. KAMAT & CO
Partners in Compliance

D A Kamat & Co
Company Secretaries
Website: csdakamat.com

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** (CIN: **U65999MH2017FLC293229**) (the Bank) 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 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the bank, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Bank has complied with provisions of the Act & Rules made there under in respect of:
 1. Its status under the Act.
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore.
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed limit except in few cases where forms were filed by paying additional fees. The Bank 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.

Offices:

A/308, Royal Sands, Shastri Nagar, Andheri (West),
Mumbai 400 053
Email: office@csdakamat.com

B/208, Shreedham Classic, S V Road, Goregaon
(West), Mumbai 400 104
Tel: +91- 9029661169/ 7208023169

4. As per the data provided to us, the Bank has duly called and held meetings of Board of Directors, Committee meetings of the Board and the meetings of the members of the Bank on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings of the meetings have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed.
5. During the year under review, the Bank has not closed its Register of Members and hence no separate provisions are required to be undertaken in this regard.
6. By virtue of being a Banking Company, clause (c) of sub-sec (3) of 185 of the Companies Act, 2013 is exempted.
7. During the year under review, the contracts/arrangements entered into with related parties during financial year 2021-22 under Section 188 of the Act are declared and disclosed as ordinary course of business and at arm's length basis and necessary approvals in the Audit Committee have been undertaken;
8. The Bank has not issued or allotted or bought back securities or redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion/transfer of shares/ securities during the year under review, except the following:

Sr. No.	Type of Securities	Type of Issue	No. of Securities issued	Date of issue of Securities	Date of Member's approval	Date of allotment of Securities
1.	Equity Shares	Right Issue	6,66,66,666	8 th October, 2021	-	16 th December, 2021
2.	Debentures	Non-convertible, Redeemable, Unsecured Basel III compliant Tier 2 Bonds in the nature of Debentures - Private Placement	125	16 th September, 2021	30 th September, 2021	*5 th April, 2022

**In accordance with the powers delegated by the Board to the Debenture Allotment Committee, the Debenture Allotment Committee of the Bank on 5th April 2022 allotted Rs. 12500 lakhs NCDs to the subscribed investors. Further after closure of the financial year 2021-22, NSE vide its letter dated 6th April, 2022 had provided the final listing of the NCDs on NSE wholesale debt segment with effect from 6th April, 2022.*

9. After the closure of financial year, the Bank has increased its borrowing limit under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 2000 crores (Rupees Two Thousand Crore) vide Special Resolution passed in the Annual General Meeting dated 21st July, 2022 apart from the Deposits of money accepted from the public in the ordinary course of the business.
10. As confirmed by the Bank, there are no requirements for keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act, during the financial year.
11. The Bank was not required to transfer unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act.
12. The Bank has complied with the provisions in respect of signing of Audited Financial statement and Directors Report as per the applicable Act for Financial year ending 31st March, 2022.
13. During the year under review, the Board of Directors and Key Managerial Personnel (KMP) of the Bank is duly constituted as stated in Annual Return. The following changes were undertaken during the year under review:

Sr. No.	Date	Particulars of Director/Key Managerial Personnel
1	30 th July, 2021	Mr. Abdul Sattar Adam Ali Mamode Hajee Abdoula has been designated as Part Time Chairman of the Bank which was noted in the Board Meeting held on 16 th September, 2021.
2	1 st November, 2021	Mr. S.K. Bhattacharyya was re-appointed as Independent Director for Second term for a period of three years in 7 th Extra-Ordinary General Meeting held on 30 th September, 2021.
3	27 th January, 2022	Mr. S.K. Bhattacharyya ceased to be the Director of the Bank due to his death

4	21 st September, 2021	Mr. Ameet Patel was re-appointed as Independent Director for Second term for a period of three years in 7 th Extra-Ordinary General Meeting held on 30 th September, 2021.
5	1 st November, 2021	Mrs. Sudha Ravi was re-appointed as Independent Director for Second term for a period of three years in 7 th Extra-Ordinary General Meeting held on 30 th September, 2021.
6	26 th February, 2022	Mr. Shyam Sundar Barik was re-appointed as Independent Director for Second term for a period of three years in 8 th Extra-Ordinary General Meeting held on 30 th March, 2022
7	5 th August, 2021.	Mr. Andrew Bainbridge ceased to be the Director of the Bank which was noted through circular resolution approved on 12 th August, 2021.
8	16 th September, 2021	Mr. R. Amalor Pavanathan (DIN: 06941432) was appointed as an Independent Director of the Bank for a period of three years in 7 th Extra-Ordinary General Meeting held on 30 th September, 2021.
9	16 th June, 2021	Mr. Raoul Gufflet was appointed as a Director of the Bank in the 4 th Annual General Meeting held on 30 th July, 2021.
10	16 th December, 2021	Ms. Sharon Ramdenee was appointed as an Independent Director of the Bank for a period of three years in 8 th Extra-Ordinary General Meeting held on 30 th March, 2022.
11	12 th November, 2021	Mr. Sidharth Rath was re-appointment as a Managing Director of the Bank for a period of three years in 8 th Extra-Ordinary General Meeting held on 30 th March, 2022.

14. During the year under review, the Bank in its 6th Extra Ordinary General Meeting held on 16th September, 2021 has appointed M/s. K S Aiyar & Co, Chartered Accountants as Statutory Auditor for the Financial Year 2021-22.



15. During the year under review, the Bank has not altered the Articles of Association and Memorandum of Association.

Date: 06th September, 2022

Place: Mumbai

**For, D. A. Kamat & Co
Company Secretaries**

RACHANA Digitally signed
HARSHAL by RACHANA
SHANBHAG HARSHAL
SHANBHAG SHANBHAG

Rachana Shanbhag

Partner

FCS 8227

CP 9297

UDIN: F008227D000925308

PRN No.: 1714/2022