

Agenda Item: Grant of No Objection Certificate (NOC) under Regulation 62K(5) of SEBI (LODR) for Material Related Party Transaction(s) under ISIN INE556F08KZ3.

“RESOLVED THAT pursuant to Regulation 62K(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with other applicable provisions, the Debenture Holders of Small Industries Development Bank of India (SIDBI), acting through their Debenture Trustee, SBICAP Trustee Limited, hereby grant their No Objection to the proposed material related party transaction(s) as defined under the Audit Committee’s policy on related party transactions of SIDBI, on the terms and conditions laid out in the notice of meeting and accompanying documents.

RESOLVED FURTHER THAT the No Objection (NOC) granted by the Debenture Holders shall be deemed to satisfy the requirement under Regulation 62K(5) for the said material related party transaction(s), and such NOC may be communicated by the Debenture Trustee to SIDBI, the Stock Exchanges, SEBI and such other authorities as may be necessary.

RESOLVED FURTHER THAT the Debenture Trustee, in consultation with the SIDBI, be and is hereby authorised to issue and deliver a formal certificate/communication confirming the consent/NOC of the Debenture Holders; and to do all acts, deeds, matters, and things as may be necessary or desirable in order to give effect to this resolution, including execution of undertakings, filings, notifications, correspondence, and disclosures.

Explanatory Statement to the Agenda Item

In accordance with Regulation 62K of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Small Industries Development Bank of India (“SIDBI”) is required to formulate a Policy on Related Party Transactions (RPTs), laying down thresholds for materiality and protocols for dealing with RPTs.

Further, Regulation 62K(5) mandates that all *material RPTs* and any material modifications thereof shall:

1. Obtain a prior No Objection Certificate (NOC) from the Debenture Trustee;
2. The Debenture Trustee shall issue such NOC only upon obtaining consent from unrelated Debenture Holders holding more than 50% in value of debentures (present and voting, including e-voting); and
3. Subsequently be placed for approval of shareholders in a general meeting (subject to exceptions provided under the Regulation).

The purpose of this agenda item is to comply with the statutory and regulatory requirements so that SIDBI may proceed with the proposed material related party transaction(s) without hindrance.

Debenture Holders are therefore requested to grant their NOC in order to:

- (i) satisfy the mandatory regulatory precondition;
- (ii) enable the transaction(s) to attain legal effectiveness; and
- (iii) permit the onward shareholder approval process to proceed.

The proposed transaction(s) with the related party(ies) are described in detail in the documentation accompanying this notice, including: nature, terms, duration, monetary value, valuation basis, comparative arm's length benchmarks, rationale, risk factors, and benefits to SIDBI. Where applicable, supporting materials such as external valuations, fairness opinions, or independent reports, and disclosure of material modifications from earlier approvals are also provided.

In view of the above, Debenture Holders are requested to kindly consider and vote on the above resolution through the e-voting facility provided on the M/s Purva Share registry platform: