



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 **INDIAN INSTITUTE OF BANKING & FINANCE** ("the Institute") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the Financial Year ended on 31st March 2024. 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 Institute, 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 Institute has complied with provisions of the Act & Rules made there under in respect of, except as stated herein:
 1. Its status under the Act. The Institute continues to remain a Section 8 Company limited by Guarantee;
 2. Maintenance of the records/registers of the Institute & making entries therein within the time prescribed;
 3. Filing of forms and returns as stated in the Annual Return with the Registrar of Companies or other authorities, if any, *within or beyond the prescribed time*;
 4. Calling/convening/holding meetings of the Governing Council (Board of Directors) and the Meetings of the Members of the Institute 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;

Offices:

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Mumbai 400 104

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In compliance with the provisions of the Act and the MCA Circulars, the 96th Annual General Meeting of the Institute for Financial Year 2022-23 was held on 2nd September, 2023 through video-conferencing/other audio-visual means;

5. The Institute was not required to close its Register of Members during the year under review;
6. The Institute has not advanced loans to its Council Members and/or persons or firms or companies referred to in Section 185 of the Act during the Financial Year;
7. The Institute has undertaken contract/arrangements with any related parties as specified in Section 188 of the Act in the ordinary course of business and at arm's length;
8. By virtue of being a Section 8 Company limited by Guarantee and not having share capital, the provisions relating to issue of shares, issue of Bonus shares or buy back of securities or redemption of preference shares or/alteration or reduction of share capital/conversion of shares/securities, declaration of dividend are not applicable to the Institute;
9. By virtue of being a Section 8 Company limited by Guarantee, the provisions of Section 123 of the Act pertaining to declaration of dividend is not applicable to the Institute;
10. The Institute 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;
11. The Institute has complied with the signing of Audited Financial Statements and Governing Council's Report as per the applicable provisions of the Act for the Financial Year ending 31st March, 2024;
12. The Governing Council (Board of Directors) of the Institute is duly constituted. Further, the changes in the composition of the Governing Council have been mentioned in the e-Form MGT-7 for the Financial Year 2023-24;
13. The Institute has proposed the appointment of M/s Suresh Surana & Associates LLP in the 97th Annual General Meeting as the Statutory Auditors of the Institute as per the provisions of the Act and they shall hold office for a period of 5 (five) years till the 102nd Annual General Meeting to be held in the year 2029, pursuant to the completion of tenure of M/s M. M. Chitale & Co., Chartered Accountants;
14. The Institute has confirmed that it was not required to obtain any approvals from statutory authorities under the provisions of the Act;



D. A. KAMAT & CO
Partners in Compliance

Continuation Sheet

15. The Institute has not accepted/renewed/undertaken repayment of any deposits as per Section 73 of the Act;
16. The Institute has not undertaken any borrowings with respect to the provisions of Section 179 and Section 180 of the Act from any public financial institutions, banks and others and there are no creation/ modification/ satisfaction of charges in that respect;
17. The Institute has not granted any loans, made by investments or given guarantees or securities under the provisions of Section 186 of the Act, in excess of limits specified;
18. There has been no alteration in the Articles and Memorandum of Association of the Institute.

Date:

Place: Mumbai

Company Secretary in Practice:

Mr. D. A. Kamat

Partner

M/s D. A. Kamat & Co., Company Secretaries

P.R. No. 1714/2022

C. P. No.: 4965

UDIN: