

## NOTICE OF THE 89<sup>TH</sup> AGM

**NOTICE** is hereby given that the 89<sup>th</sup> Annual General Meeting of the shareholders of The South Indian Bank Ltd., Thrissur, will be held on Tuesday, the 11<sup>th</sup> day of July 2017 at 10.00 A.M, at Casino Cultural Auditorium Ltd., T B Road, Kozhikode, Thrissur to transact the ordinary and special business, as set out in the notice of AGM dated 26.05.2017. The dispatch of the Annual Report of the Bank for the financial year 2016-17 and the AGM Notice and Remote E-Voting procedure to the Members was completed on 17-06-2017.

The Annual Report of the Bank for the Financial year 2016-17 have been sent through electronic mode to those share holders who have registered their e-mail id with depositories or with the Bank and the physical copies were dispatched to other shareholders at their registered postal address by the permitted mode.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Bank is providing the facility to its members holding shares in physical or dematerialized form to exercise their right to vote by electronic means on any or all of the business specified in the Notice convening the Annual General Meeting of the Bank as mentioned above (Remote e-voting). Whereas, the Bank is also offering the facility to the Members to cast their vote by way of Venue e-voting / physical ballot at the AGM. The details pursuant to the Act and Rules are as under:

- A member whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. as on 4<sup>th</sup> July, 2017 ("Eligible members") only shall be entitled to avail the facility of remote e-voting or voting to be held at the AGM on any or all of the businesses specified in the Notice convening the AGM of the Bank.
- The remote e-voting will commence on Saturday, July 8, 2017 at 10.00 A.M.;
- The remote e-voting will end on Monday, July 10, 2017 at 5.00 P.M.;
- The remote e-voting module shall be disabled for voting thereafter and voting through electronic means shall not be allowed thereafter. Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently;
- The Bank is also offering the facility to the eligible members to cast their vote by way of Venue e-voting / physical ballot at the AGM on all of the businesses specified in the Notice.
- Further, an eligible Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not vote again at the AGM.
- In case a person has become the member of the Bank after the dispatch of AGM notice but on or before the cutoff date i.e. 4th July, 2017, may write to **Mr. Ramesh, Director, M/s BTS Consultancy Services Pvt. Ltd. M S Complex, 1st Floor, No.8, Sastri Nagar, Near 200 feet road/RTO Kolathur, Kolathur, CHENNAI 600 099 Phone:044-25565121, Fax No. 044-25565131, Email: helpdesk@btsindia.co.in or ramesh@btsindia.co.in** for obtaining the credentials for remote e-voting. However, if a person is already registered with CDSL for e-voting, then existing user ID and password can be used for casting vote.

The Bank has appointed Mr. P. Sivakumar, FCS, CMA, CMA (USA), Practicing Company Secretary (Partner SVJS & Associates, Company Secretaries) or failing him Mr. P. D. Vincent, LLB, MBA, FCS, Practicing Company Secretary (Partner SVJS & Associates, Company Secretaries) as the Scrutinizer to scrutinize the voting and Remote e-voting process in a fair and transparent manner. The Scrutinizer shall within 48 Hours from the date of conclusion of AGM, submit his report of the votes cast in favour or against, if any, to the Chairman of the Bank.

Use the following URL for remote e-voting: CDSL E voting system: <https://www.evotingindia.com>. Members may go through the Notice for the 89<sup>th</sup> AGM for detailed process and manner on the remote e-voting. Notice is also hereby given under Section 91 of the Companies Act 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 entered into with the Stock Exchanges, that the Register of Members and Share Transfer Books of the Bank will remain closed from Wednesday, the 5<sup>th</sup> day of July, 2017 to Tuesday, the 11<sup>th</sup> day of July, 2017 (both days inclusive). Dividend on equity shares as recommended by the Board for the year ended March 31, 2017, if declared at the meeting, will be paid on and from Monday, July 17, 2017.

- In respect of shares held in dematerialized mode, to all beneficial owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on Tuesday, July 4, 2017, and
- to those members holding shares in physical form, whose names appear in the Bank's Register of Members at the close of business hours on Tuesday, July 11, 2017 after giving effect to all valid transfers in physical form lodged with the Bank and/or its Share Transfer Agents on or before Tuesday, July 4, 2017.

Pursuant to Section 125 of the Companies Act, 2013, the unclaimed dividend amount for the Financial Year 2009-10 outstanding in our books of accounts will be due for transfer to Investor Education and Protection Fund on 14/08/2017. As per section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016 ("IEPF Rules"), Bank has to transfer not only the unclaimed dividends but also the underlying equity shares in respect of which dividends are not claimed for consecutive 7 years in respect of any shareholders, to the Demat account of IEPF Authority. In compliance with the above, letters were sent in May 2017 to shareholders, whose dividend amount for the FY 2009-10 as well as subsequent dividend warrants issued upto FY2015-16, to claim the outstanding dividend amounts failing which the corresponding shares along with unclaimed dividend of FY 2009-10 will be transferred to the Demat account of the IEPF Authority in adherence to the procedures prescribed under the Rules.

All correspondence/queries relating to shares, lodging of transfer documents, grievances connected with the remote electronic voting and other related matters may be addressed to our Share Transfer Agents at the address, **Mr. Ramesh, Director, M/s BTS Consultancy Services Pvt. Ltd. M S Complex, 1st Floor, No.8, Sastri Nagar, Near 200 feet road/RTO Kolathur, Kolathur, CHENNAI – 600 099 Phone:044-25565121, Fax No.044-25565131, Email: helpdesk@btsindia.co.in or ramesh@btsindia.co.in**

In support of the "Green Initiative" announced by the Government of India, electronic copy of the Annual Report including the notice and explanatory statement of Annual General Meeting are being sent by e-mail to those shareholders who have registered their email address either with the Bank or with the Depository. If any member wishes to get a printed copy of the Annual Report, the Bank will send the same, free of cost, upon receipt of request from the member. The full text of the documents that are delivered to the shareholders as stated above will be available on Bank's website [www.southindianbank.com](http://www.southindianbank.com) and the website of CDSL <https://www.evotingindia.com>. Further, these documents are available for inspection at the Registered Office of the Bank during the business hours.

By order of the Board of Directors

For The South Indian Bank Ltd.,

(Sd/-)

(JIMMY MATHEW)

COMPANY SECRETARY

Thrissur,

Date:18-06-2017