

DEPT: SECRETARIAL REF,No.SEC/ST EX-STT/67 /2019-20

17th July, 2019

National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI – 400 051 SCRIP CODE: SOUTHBANK

BSE Ltd.
Department of Corporate Services (Listing)
First Floor, New Trading Wing,
Rotunda Building, P J Towers
Dalal Street, Fort,
MUMBAI – 400 001
SCRIP CODE: 532218

Dear Sir,

Sub: <u>Proceedings of the 91<sup>st</sup> Annual General Meeting of the Bank pursuant to Regulation 30</u> and 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby submit the proceedings of 91<sup>st</sup> Annual General Meeting of The South Indian Bank Limited held on Wednesday, July17, 2019 at 10.00 a.m. at Casino Cultural Auditorium Ltd., T.B. Road, Thrissur-680 001.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the Shareholders of the Bank were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of AGM through electronic voting (e-voting) and Venue e-voting/physical ballot at the AGM. The rules also provide that subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of the relevant general meeting of members.

All the resolutions contained in the Notice of the above AGM dated June 15, 2019 were approved by majority of Shareholders through remote e-voting/venue e-voting/ physical ballot voting and all the resolutions are declared passed.

Accordingly, we hereby submit the following disclosures:

1. Proceedings of 91<sup>st</sup> Annual General Meeting Pursuant to Regulation 30 and Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

2. Voting results in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

3. Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the AGM pursuant to Rule 20(4) of the Companies (Management and Administration) Rules, 2014 as amended.

Please take the above on record.

Thanking you,

Yours faithfully

Jimmy Mathev V Company Secretary





SUMMARY OF PROCEEDINGS OF THE 91<sup>st</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE SOUTH INDIAN BANK LIMITED, THRISSUR, HELD ON WEDNESDAY, THE 17<sup>TH</sup> DAY OF JULY 2019, AT 10.00 A.M. AT CASINO CULTURAL AUDITORIUM, THRISSUR.

The 91<sup>st</sup> Annual General Meeting of The South Indian Bank Limited was held on Wednesday, July 17, 2019 at 10.00 a.m. at Casino Cultural Auditorium Ltd., T.B. Road, Thrissur-680 001.

Total 451 members (including proxies) attended the meeting as per the attendance records for the said AGM.

The AGM was attended by the following 9 out of 10 Directors on the Board of the Bank.

Sri. Salim Gangadharan Non-Executive Chairman

Sri. V.G. Mathew Managing Director & CEO

Dr. John Joseph Alapatt

Non-Executive Independent Director

Smt. Ranjana S. Salgaocar Non-Executive Independent Director

(Chairperson of Stakeholders'

Relationship Committee)

Sri. Parayil George John Tharakan

Non-Executive Independent Director

Sri. Achal Kumar Gupta

Non-Executive Director

(Chairman of Risk Management

Committee)

Sri. V J Kurian Non-Executive Independent Director

(Chairman of Nomination &

Remuneration Committee)

Sri. M George Korah

Non-Executive Independent Director

(Chairman of Audit Committee)

Sri. Pradeep M Godbole Non-Executive Director

Sri. Francis Alapatt, Non-Executive Independent Director could not attend the AGM on medical ground.

The Chairmen of Audit committee, Nomination and Remuneration committee and the Chairperson of Stakeholders' Relationship Committee were present at the meeting. The representatives of Statutory and Secretarial Auditors were also present at the meeting.



Sri. Salim Gangadharan, Chairman of the Board, pursuant to Sec. 104 of the Companies Act, 2013 and Regulation 75 of the Bank's Articles of Association, presided over the meeting. The Company Secretary confirmed, in terms of Sec. 103 of the Companies Act, 2013 and regulation 73 of the Bank's Articles of Association, that the requisite quorum was present and the Chairman called the meeting to order.

The Register of Directors and their shareholding and proxy register and other records were placed at the commencement of the Annual General Meeting and was also kept open and accessible during the continuance of the meeting for inspection of members. As per SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, a certificate from the Statutory Auditors of the Bank was obtained and placed before the Annual General Meeting stating that the ESOS of the Bank was implemented in accordance with the said SEBI Guidelines and in accordance with the approval taken by the Bank earlier in the general meetings.

The Chairman referred to the Notice dated 15<sup>th</sup> June, 2019, convening the AGM, and with the consent of the Members present, the notice was taken as read. The Chairman informed to the Members that the Auditors Report was unqualified. The Company Secretary then read the Auditor's Report and summary of valid proxies received as entered in the Proxy Register.

The Chairman then invited members to ask their queries. The Chairman responded to all the queries of the shareholders raised during the meeting. The Chairman informed that those members who have not exercised their voting rights through remote e-voting has provided the facility to exercise the same through venue e-voting and voting through ballot papers at the AGM venue.

The Chairman informed the Members that the Board had appointed Mr. Vincent P.D, Managing Partner SVJS and Associates Company Secretaries as the scrutinizer to scrutinize the remote e-voting process and electronic voting at the AGM, in a fair and transparent manner.

The Chairman then informed that the results of the remote e-voting as well as electronic voting done at the AGM venue together with the report of scrutinizers thereon, will be displayed/disclosed to the Stock Exchanges and on the website of the Bank and these would be recorded as part of the proceedings of the AGM.





The meeting then proceeded to item-wise disposal of the agenda.

Sl.	Descripiton	T
No		Type of
1	To Adopt Financial Statements for the year ended 31st March, 2019	Resolution
2	To declare dividend	Ordinary
3		Ordinary
_	Reappointment of retiring director, Sri Salim Gangadharan (DIN:	Ordinary
	06796232) who retires by rotation under section 152 of Companies Act,	
4	2015 and being engible, offers himself for re-appointment	
4	10 Appoint Statutory Central Auditors of the Bank and fiving their	Ordinary
	Temuneration.	Ordinary
5	To appoint Branch Auditors in consultation with Statutory Auditors.	0.1
6	To appoint Sri M George Korah (DIN: 08207827) as an Independent	Ordinary
	Director.	Ordinary
7	To appoint Sri Pradeep M Godbole (DIN: 08259944), as a Director, liable	
	to retire by rotation.	Ordinary
8		
	To reappoint Ms. Ranjana S Salgaocar (DIN: 00120120) as an Independent Director.	Special
	<del></del>	
<b>^</b>	To reappoint Mr. Parayil George John Tharakan (DIN: 07018289) as an	Special
0	independent Director.	1
	To Augment the Paid-up Capital of the Bank by further issue of shares.	Special
1.	To Approve the borrowing/raising funds in Indian/foreign assurance 1	Special
	issue of debt securities upto Rs.500 crore on private placement basis	Special
2	Amendments in the Object Clause of the Memorandum of Association of	<u> </u>
	the Bank.	Special

All the resolutions were passed with requisite majority.

The Chairman then informed that the results of the remote e-voting and e-voting at the AGM, together with the Report of the Scrutinizers thereon, will be disclosed to the Stock Exchanges and displayed on the website of the Bank within 48 hours.

The Chairman thanked the shareholders for attending the 91st AGM of the Bank and declared the meeting as concluded.

The meeting came to an end at 12.00 Noon.

For The South Indian Bank Limited

Jimmy Mathew Company Secretary





Disclosure of Material events under Schedule III of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

The shareholders at the 91<sup>st</sup> Annual General meeting of The South Indian bank Limited approved the following resolutions, which constitute material events under Regulation 30 read with Schedule III of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

- 1. Sri Salim Gangadharan (DIN: 06796232), Director liable to retire by rotation, offered himself for re-appointment as a Director of the Bank and he is appointed as a Director of the Bank (in the Majority Sector), whose period of office is liable to retire by rotation.
- 2. M/s Varma & Varma, Chartered Accountants, Kochi (Firm Registration Number 004532S), is appointed as Statutory Central Auditors of the Bank for the period commencing from the conclusion of this Annual General meeting until the conclusion of the 93<sup>rd</sup> Annual General Meeting of the Bank, on such remuneration and expenses as detailed in the explanatory statement, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by the RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.
- 3. Approval of shareholders was obtained for appointment of Sri M George Korah (DIN: 08207827) as an Independent Director for a period of five (5) years, not be liable to retire by rotation, who has been appointed as an Additional Independent Director with effect from August 31, 2018 and who holds office up to the date of this Annual General Meeting.
- 4. Approval of shareholders was obtained for appointment of Sri Pradeep M Godbole (DIN: 08259944), as a Director, liable to retire by rotation, who has been appointed as an Additional Director with effect from March 26, 2019 and who holds office up to the date of this Annual General Meeting.
- 5. Approval of shareholders was obtained for re-appointment of Ms. Ranjana S Salgaocar (DIN: 00120120) as an Independent Director of the Bank with effect from the date of expiry her first term till 30th September, 2022, (i.e. upto the completion of 8 years in the Bank as permissible under Banking Regulation Act, 1949) or such other extended term as may be approved by the Reserve Bank of India subject to the maximum period of second term as provided under Companies Act, 2013, not liable to retire by rotation.
- 6. Approval of shareholders was obtained for re-appointment of Mr. Parayil George John Tharakan (DIN: 07018289), as an Independent Director of the Bank with effect from the date of expiry her first term till 24th November, 2022, (i.e. upto the completion of 8 years in the Bank as permissible under Banking Regulation Act, 1949) or such other extended term as may be



approved by the Reserve Bank of India subject to the maximum period of second term as provided under Companies Act, 2013, not liable to retire by rotation."

- 7. Approval of shareholders was obtained for augmenting Tier I capital by way of raising of funds by issuance of equity capital upto Rs.30 crores in nominal value with such premium as the Board may decide in one or more Tranches on such terms and conditions as it may deem fit. The Board of Directors could consider and approve proposals for issuance of equity capital including but not limited through public issue, private placement, preferential issue, qualified institutional placement (QIP) and a combination thereof, any other tier-I Capital instrument permitted by the regulator, or any other route permitted by regulator in Indian and/or international markets and/or combination thereof of equity shares of the Bank subject to applicable regulatory approvals, if any.
- 8. Approval of shareholders was obtained for raising of funds in Indian/ foreign currency by way of issuance of debt securities including but not limited to non-convertible debentures, Bonds (including bonds forming part of Tier I/ Tier II capital in accordance with and subject to the terms and conditions specified in the Basel III Capital Regulations prescribed by RBI, long-term infrastructure bonds or such other securities as may be permitted by RBI and other regulatory authorities from time to time) up to Rs.500 crores by the Bank, in domestic and/ or overseas market, on a private placement basis and/ or for making offers and/or invitations therefore and/or issue(s)/issuances therefore, on private placement basis, for a period of one year from the date hereof, in one or more tranches and/ or series and under one or more shelf disclosure documents and/or one or more letters of offer and on such terms and conditions for each series/tranches including the price, coupon, premium, discount, tenor etc., as deemed, as per the agreed structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors, subject to SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the SEBI LODR Regulations and other applicable laws, if any, subject to regulatory approvals, as may be required.
- 9. Approval of shareholders was obtained for amending the Clause 3 (Objects Clause) of the Memorandum of Association of the Bank by inserting new Clauses viz. (ad) and (ae) after the existing clause 3(ac).

This is for your information and record.

For The South Indian Bank Limited

Jimmy Mathew Company Secretary



## Information pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to Annual General Meeting of the South Indian Bank Limited held on Wednesday, July 17, 2019.

			Details	\
r.	Particulars			
<u>vo.</u>	CACM		17 <sup>th</sup> July, 2019	
<u>.                                    </u>	Date of AGM Total number of Shareholders on record date (cu	it- off date		
2.	Total number of Shareholders on recent			1
	for voting) i.e. July 10, 2019		NIL	
	Promoters and Promoter Group		421942	
	Public No. of persons present in the meeting either in p	person or		ļ
3.	No. of persons present in the meeting			
	through proxy			
	1 December Group		NIL	
	Promoters and Promoter Group		451	
	Public No. of shareholders attended the meeting throu	gh video		
4.	No. of shareholders attended the meeting			
	conferencing  - A Promoter Group		Not applicable	
	Promoters and Promoter Group	· · · · · · · · · · · · · · · · · · ·	Not applicable	
	Public			
5	Agenda-wise	Type of	Mode of Voting	Remarks
SI.No	Agenda	Resolution		
			Remote E-	Passed with
<del></del>	To Adopt Financial Statements for the year	Ordinary	voting/Venue E-	requisite
1.	ended 31st March, 2019		voting/Physical	majority
	Chaod 31301		Ballot voting at	1
		,	the meeting	
		0.1:	Remote E-	Passed with
2.	To declare dividend	Ordinary	voting/Venue E-	requisite
۷.	10 000000		voting/Physical	majority
			Ballot voting at	
			the meeting	
		Ondinory	Remote E-	Passed wit
3.	Reappointment of retiring director, Sri Salim	Ordinary	voting/Venue E-	requisite
٠,	1 d 1 d 1 d 1 d 1 d 1 d 1 d 1 d 1 d 1 d	'	voting/Physical	majority
-	ander section 152 of Companion	'	Ballot voting at	
1	Act, 2013 and being eligible, offers himsel	r	the meeting	
	l - turn graft		Remote E-	Passed wit
4.	To Appoint Statutory Central Auditors of the	Ordinary	voting/Venue E-	1
4.	Bank and fixing their remuneration.		voting/Physical	majority
-	Dank and In		Ballot voting at	
			the meeting	
- 1		1	l me meems	



5.	To appoint Branch Auditors in consultation	Ordinary	Remote E-	D1 2d
	with Statutory Auditors.	Ordinary	voting/Venue E-	Passed with
			voting/Physical	requisite
			Ballot voting at	majority
			the meeting	
6.	To appoint Sri M George Korah (DIN:	Ordinary	Remote E-	Passed with
	08207827) as an Independent Director.		voting/Venue E-	requisite
		ĺ	voting/Physical	majority
			Ballot voting at	1 5 5
			the meeting	
7.	To appoint Sri Pradeep M Godbole (DIN:	Ordinary	Remote E-	Passed with
1	08259944), as a Director, liable to retire by		voting/Venue E-	requisite
	rotation.		voting/Physical	majority
			Ballot voting at	
<u> </u>			the meeting	
8.	To reappoint Ms. Ranjana S Salgaocar	Special	Remote E-	Passed with
	(DIN: 00120120) as an Independent		voting/Venue E-	requisite
	Director.		voting/Physical	majority
		i	Ballot voting at	
9.	To recommend Mr. D. 11 C. I.		the meeting	
٦.	To reappoint Mr. Parayil George John Tharakan (DIN: 07018289) as an	Special	Remote E-	Passed with
	Independent Director.		voting/Venue E-	requisite
	independent Director.		voting/Physical	majority
1			Ballot voting at	
10.	To Augment the Paid-up Capital of the	Special	the meeting Remote E-	D 1 11
	Bank by further issue of shares.	Special	voting/Venue E-	Passed with
	150000000000000000000000000000000000000		voting/Physical	requisite
	}		Ballot voting at	majority
			the meeting	}
11.	To Approve the borrowing/raising funds in	Special	Remote E-	Passed with
	Indian/foreign currency by issue of debt	1	voting/Venue E-	requisite
	securities upto Rs.500 crore on private	·	voting/Physical	majority
	placement basis.		Ballot voting at	,,
			the meeting	
12.	Amendments in the Object Clause of the	Special	Remote E-	Passed with
	Memorandum of Association of the Bank.		voting/Venue E-	requisite
			voting/Physical	majority
		•	Ballot voting at	
<u></u>			the meeting	



Resolution No.1- Ordinary Resolution

To Adopt Financial Statements for the year ended 31st March, 2019

Whether Promoter/Promoter group are interested in the agenda/resolution: Not Applicable

	See the second of the second o	A I CSUIULIUM. IVUE AN	plicable					
Category	Mode of Voting	No. shares held	No. of votes	% of votes polled No. of votes in	1	No. of votes	% of votes in	% of Votes
			polled	on outstanding favour		against	favour on votes	against on votes
				shares	-	•	polled	polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(7)]*100	(6)=[(4)/(2)]*100 (7)-[(5)/(2)]*100
Promoter and Promoter Group		-	•				001 (2)/(1) (0)	001 ((2)/(5)1-(7)
	Remote e-							
	voting/Venue e-							
	voting/Physical Ballot	-						
Public-Institutional holders	voting at the meeting	717100569	442809516	61.75	442809516	c	. 00 001	
							100.00	0.00
	Remote e-							
	voting/Venue e-						•	
	voting/Physical Ballot							
Public-others	voting at the meeting	1092581582	6871206	0.63	6870400	806	06 06	0.01
1 0121		1809682151	449680722	24.85	449679916	908	00 00	0.01

Resolution No.2- Ordinary Resolution To declare dividend

whether Fromoter/Promoter group are interested in the agenda/resolution: Not Applicable	interested in the agend	a/resolution: Not A	pplicable					
Category	Mode of Voting	No. shares held	No. of votes	% of votes polled No. of votes in	No. of votes in	otes	1	% of Votes
				shares	144041	against	tavour on votes polled	against on votes polled
		(1)	(5)	(3)=[(2)/(1)*1001	(4)	(5)	001*[(0//(1/2)-(3)	(T) 1/10/10/10/10
Promoter and Promoter Group							$(6) = (4)/(2) \cdot (1) = (2)/(2) \cdot (2) \cdot (1) = (2)/(2) \cdot (2) $	(/)=(/)/(s)]*100
						'	-	
	Remote e-							
	voting/Venue e-							
Datala Lastin Lastin 11 11 11	voting/Physical Ballot							
Fublic-institutional holders	voting at the meeting	717100569	444266919	61.95	444266919	0	100.00	000
	-	_						
	Remote e-							
	voting/Venue e-							
;	voting/Physical Ballot						_	
Public-others	voting at the meeting	1092581582	6834232	0.63	6834201		00.001	-
1043		1809682151	451101151	24.93	451101120	1	100.00	0.00
	•				200000	15	100,00	0.00

Resolution No.3- Ordinary Resolution

Reappointment of retiring director, Sri Salim Gangadharan (DIN: 06796232) who retires by rotation under section 152 of Companies Act, 2013 and being eligible, offers himself for re-Whether Promoter/Promoter group are interested in the agenda/resolution: Not Applicable | Category | Mode of Voting | No. shares held | No. of vo

	% of Votes	polled	(6)=[(4)/(2)]*100 $(7)=[(5)/(2)]*100$		<del></del>	1.69		1.47
	No. of votes % of votes in against favour on votes	polled	*(6)=[(4)/(2)]		·	98.31		98.53
	No. of votes against		(S)			/500572		100666
	No. of votes in favour	5			436766347	14500		6767076
ì	% of votes polled No. of votes in on outstanding favour shares	(3)=[(2)/(1)*1001			61.95			0.63 24.93
No of votes	polled	(2)			444266919			6867742 451134661
No. shares held		(E)			717100569		1092581582	1809682151
Trance of Voting			Remote e-	voting/Venue e- voting/Physical Ballot	voting at the meeting	Remote e- voting/Venue e-	voting/Physical Ballot voting at the meeting	
• .		moter Group						
-		Promoter and Promoter Group	·	Public-Institutional holders			Public-others Total	

Resolution No.4- Ordinary Resolution To Appoint Statutory Central Auditors of the Bank and fixing their

98.32

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		8	ा	Т				_//	Ž
	% of Votes	polled	01*[(2)/(5)]=(7)			0.00	. <del>-</del>	,	1
	No. of votes % of votes in against favour on votes	polled polled   S=1.00 to 1018(0)   (-0.100 to 1018)   (-0.100 to 1018	001 1/2-1/2		10000	100:00			9966
	No. of votes against	(5)			C	,		23706	42/00
	No. of votes in favour	(4)			444266919			6834780	15110100
	% of votes polled No. of votes in on outstanding favour	(3)=[(2)/(1)*100]			61.95			0.63	24.93
pplicable	No. of votes polled	(2)			444266919			451125405	COLORES
g their remuneration ida/resolution: Not A		(1)			/1/100569		1092581582	1809682151	
ategory  Mode of Voting  No. shares had	- 1		Remote e-	voting/Venue e. voting/Physical Ballot voting at the meeting	Samoto	voting/Venue e-	voting/Physical Ballot voting at the meeting		
Promoter group are		er Group			<del> 2</del>	***	A A		
Category		Promoter and Promoter Group		Public-Institutional holders			Public-others Total		

0.35

99.65 99.99

451101699

Resolution No.5- Ordinary Resolution

To appoint Branch Auditors in consultation with Statutory Auditors

Whether Promoter/Promoter group are interested in the agenda/resolution: Not Applicable
Category

f of ago we			ALCHINIC A					
Category	Mode of Voting	No. shares held	No. of votes	10% of water aclical				
			polled	on outstanding favour		No. of votes against	% of votes in	% of Votes
		. ·		shares				agamst on votes
		Ξ	(0)	(3)=(7)/(1)*1001				
Fromoter and Fromoter Group			ì	1001 (1)(7)[(6)	(4)	(5)	(6)=[(4)/(2)]*100 (7)= $[(5)/(2)]*100$	(7)=[(5)/(2)]*100
			ı	-	•			001 ((2)/(2)1 (.)
	Kemote e-						-	
	voting/Venue e-							
	voting/Physical Ballot						•	
Fublic-Institutional holders	voting at the meeting	717100569	444266919					
-			71700711	01.75	444266919	0	100.00	000
								20.5
	Remote e-							
	voting/Venue e-		-					
	voting/Physical Ballot							
Public-others	voting at the meeting	1092581582	2010303	,				
Lotal		7870000	0000100	0.03	6843472	25014	00 64	700
		1809082151	451135405	24.93	451110391	25014	10.00	0.30
					7/00/01	23014	66.66	0.01

Resolution No.6- Ordinary Resolution

To appoint Sri M George Korah (DIN: 08207827) as an Independent Director. Whether Promoter/Promoter group are interested in the agenda/resolution: No

Catagorie: A Tomoter/Fromoter group are interested in the agenda/resolution: Not Applicable	interested in the agenc	la/resolution: Not A	pplicable					
(aregolfy	Mode of Voting	No. shares held	tes	% of votes polled No. of votes in on outstanding favour shares	otes in	No. of votes against	% of votes in favour on votes	% of Votes against on votes
Promoter and Promoter Groum		(1)	(2)	(3)=[(2)/(1)*1001	(4)	(3)		naurod
droin cromore		•	-	-	E) •	(C)	(6)=[(4)/(2)]*100   (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
	Remote e-					-	1	
	voting/Venue e-							
Public-Institutional holders	voting/Physical Ballot							
	Simonical	41/100309	444266919	61.95	444266919	0	100 00	-
	Remote e-							0.00
	voting/Venue e-							
Duklio officer	voting/Physical Ballot							
Total	voting at the meeting	1092581582	9086989	0.63	0700767			
		1809682151	451136725	24 03	0/00040	101166	98.53	1.47
				- 2		101177		

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Resolution No.7- Ordinary Resolution

To appoint Sri Pradeep M Godbole (DIN: 08259944), as a Director, liable to retire by rotation. Whether Promoter/Promoter group are interested in the agenda/resolution: Not Applicable Category

Category		and and a state of the state of	plicable					
	tarone of voting	No. shares held	No. of votes	0/ 06 200 400				
			polled	on outstanding favour	No. of votes in favour	No. of votes % of votes in	% of votes in	% of Votes
	· .			shares			layour on votes against on votes	against on votes
								polled
Promoter and Promoter Group		(i)	(2)	(3)=[(2)/(1)*1001	(4)			
						(c)	(6)=[(4)/(2)]*100 (7)=[(5)/(7)]*100	(7)=[(5)/(2)]*100
					-	•		001 (2) 20 7
	Remote e-							
	voting/Venue e-					_		
Dark in the second	voting/Physical Ballot						_	-
r unite-institutional holders	voting at the meeting	717100569	010356777					
			6160075##	61.95	444266919	_	100.00	
	ſ					,	100.00	0.00
	Kemote e-							
	voting/Venue e-			_		_		_
Public others	voting/Physical Ballot				_			_
Total	voting at the meeting	1092581582	700000					
10(4)		100000151	0037600	0.63	6788829	7007	to	
		1017007001	451126725	24.93	451055748	1,007	78.97	1.03
					DE/COTO	////	96.98	0.00

Resolution No.8- Special Resolution

To reappoint Ms. Ranjana S Salgaocar (DIN: 00120120) as an Independent Director.

Whether Promoter/Promoter groun are interacted in the constant of the c

		otes	_	_	*100						_	T	_		-	_	_
			polled		[(7)=[(5)/(2)]						000	0.00					,
		otes in on votes	bolled		(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	,					100.00						77 30
		No. of votes against		(5)	(6)						0					0000	86/38
	,	No. of votes in favour		(4)							444266919					6783068	20000
	1 1 1 20 Notate of 1	on outstanding favour		(3)=[(2)/(1)*100]	,				_		61.95					0.63	
n. pplicable	No. of votes	polled		(2)	<u>'</u>					444266010	CICOCO	_			7000707	0009800	451136775
la/resolution: Not A	No. shares held			(I)						717100569					1092581582	1000000	1809682151
interested in the agend	Mode of Voting						Remote e-	voting/Venue e-	voting/Physical Ballot	volting at the meeting		Remote e-	voting/Venue e-	voting/Physical Ballot	voting at the meeting		
Category Category				Promoter and Promoter Group					Public-Institutional holders			<u>-</u> -		Public-others			

Resolution No.9- Special Resolution
To reappoint Mr. Parayil George John Tharakan (DIN: 07018289) as an Independent Director.
Whether Promoter/Promoter group are interested in the agenda/resolution: Not Applicable

Cotton.	raterested in the agend	1a/resolution: Not A	pplicable					
Category	Mode of Voting	No. shares held	No. of votes	% of votes nolled	Mis. of			
			polled	on outstanding favour	favour	No. of votes against	against favour on votes	% of Votes against on votes
							рапод	polled
Promoter and Promoter Grann		(1)	(2)	(3)=[(2)/(1)*1001	5			
Tomora and Libraria Cioup				100 / / / / / / / / / / / / / / / / / /	‡	(c)	(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
					•	-		201
	Remote e-	<u>.                                      </u>						
	voting/Venue e-							
Public Inctitutional Late	voting/Physical Ballot							
- concerns running norders	voting at the meeting	717100569	444266919	2019	0.0000			
				01.73	444700919	0	100.00	0.00
	Remote e-							
	voting/Venue e-							
D.L.	voting/Physical Ballot			•				
Total	voting at the meeting	1092581582	908689	5				
TOTAL		1800697151	75136	0.03	6769312	100494	98 54	1 46
		1007007131	451136/25	24.93	451036231	100494	90 00	01:40
							27.70	0.02

Resolution No.10- Special Resolution
To Augment the Paid-up Capital of the Bank by further issue of shares.
Whether Promoter/Promoter grown

Whether Promoter/Promoter group are interested in the agenda/resolution: Not Applicable	interested in the agenc	la/resolution: Not A	pplicable						
0	Mode of Voting	No. shares held	No. of votes polled	% of votes polled No. of votes in on outstanding favour shares	No. of votes in favour	No. of votes against	No. of votes   % of votes in against favour on votes polled	% of Votes against on votes	
Dromoton		Ξ	Ē	(0)-[(0)(0)+1000					
r routoter and Promoter Group			(7)	1001*(1)/(2) -(5)	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]+100	
					•			100 (2) (2)	
	Remote e-								
	voting/Venue e-								
Public-Institutional holders	voting/Physical Ballot voting at the meeting	717100569	73030365	e e			_		
-			79790000	55.80	385805354	0	100.00	000	
·	Remote e-								
	voting/Venue e-								
Public-others	voting/Physical Ballot								
Total	voting at the meeting	1092581582	6869217	570					
		1800697151		0.03	6506804	362413	27 70		11
		1017007007	392674571	21.70	392312158	362413	74.72	87°C	
						2071	19.91		į.

Resolution No.11- Special Resolution

To Approve the borrowing/raising funds in Indian/foreign currency by issue of debt securities upto Rs.500 crore on private placement basis. Whether Promoter/Promoter group are interested in the agenda/resolution: Not Applicable

Category	Mode of Voting	No. shares held	No of votes	% of votes nolled No of water in	1	N. of maken	N C 6/ 4	
	0		polled	on outstanding favour		against	80	% of votes against on votes
		-		shares				polled
		(1)	(2)	(3)=[(2)/(1)*1001	(5)	(3)	001*[(0)/(3)]—(3)	(7)-[(5)/(2)]*100
Promoter and Promoter Group		•	<u> </u>	201 (-) (-)	-	6	(v)-((z)/(+) -(v)	001[(2)/(5)]_(7)
	Remote e-							
	voting/Venue e-							
	voting/Physical Ballot							
Public-Institutional holders	voting at the meeting	717100569	444266919	61.95	444266919	c	100 00	000
						,	100.00	0.00
	Remote e-							
	voting/Venue e-							
	voting/Physical Ballot							
Public-others	voting at the meeting	1092581582	6868486	0.63	6777407	91070	77 80	1 33
Total		1809682151	451135405	24 03	A5104432K	01070	70.07	1.33
			201.00	67:17	131011320	91019	37.78	0.02

Resolution No.12- Special Resolution

Amendments in the Object Clause of the Memorandum of Association of the Bank.

Whether Promoter/Promoter group are interested in the agenda/resolution: Not Applicable

Category	Mode of Voting	No. shares held	No. of votes	% of votes polled No. of votes in	No. of votes in	No. of votes		% of Votes
			ропеа	on outstanding favour shares	favour	against	favour on votes polled	against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100 (7)=[(5)/(2)1*100	(7)=[(5)//2)]*100
Promoter and Promoter Group		-	-	-			001 ((3) (1) (0)	001 ((2)/(5) -(1)
	Remote e-							
The second of th	voting/Physical Ballot							
Public-Institutional holders	voting at the meeting	717100569	444266919	61.95	444266919	0	100.00	0.00
	Remote e-							
	voting/Venue e-							
	voting/Physical Ballot							
Public-others	voting at the meeting	1092581582	2978979	0.27	2653583	325396	80 68	601
Lotal		1809682151	447245898	24.71	446920502	325396	90 03	
						2/22/2	2000	:





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## SCRUTINIZER REPORT FOR REMOTE E-VOTING, E-VOTING AT THE VENUE AND POLL CONDUCTED AT THE ANNUAL GENERAL MEETING OF THE SOUTH INDIAN BANK LIMITED

To,

## Mr. Salim Gangadharan

Chairman The South Indian Bank Limited S I B House, Mission Quarters T B Road, Thrissur-680001

91<sup>th</sup> Annual General Meeting of **The South Indian Bank Limited (CIN: L65191KL1929PLC001017)** held on Wednesday, the 17<sup>th</sup> day of July, 2019 at 10.00 A.M. at Casino Cultural Auditorium Ltd., T. B. Road, Thrissur – 680 001.

Sub: Passing of Resolutions through Remote Electronic Voting, Electronic Voting and Poll conducted at the Venue of the  $91^{\rm st}$  Annual General Meeting of The South Indian Bank Limited.

I, CS Vincent P.D., Company Secretary in Practice, holding Membership Number: FCS – 3067 and Certificate of Practice Number – 7940, Managing Partner, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloor, Kochi, Ernakulam, Kerala-682017have been appointed as Scrutinizer for the Remote Electronic Voting, Electronic Voting at the venue of the meeting and Poll conducted on the below mentioned resolutions at the 91<sup>th</sup>Annual General Meeting of **THE SOUTH INDIAN BANK LIMITED(CIN: L65191KL1929PLC001017)**, held on Wednesday, the 17<sup>th</sup> day of July, 2019 at 10.00 A.M. at Casino Cultural Auditorium Ltd., T. B. Road, Thrissur – 680 001.

The Company had appointed Central Depository Services (India) Limited (CDSL)as the Service Provider, for extending the facility for the Remote Electronic Voting to the members of the Company and the facility of Electronic Voting at the venue of the Annual General Meeting. BTS Consultancy Services Private Limited is the Registrar and Share Transfer Agent of the Company.

As the Scrutinizer, I report that in compliance with the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules, 2014, as amended, the above Remote Electronic Voting remained open to the members from Sunday, the  $14^{th}$  day of July, 2019 at 10.00 A.M to Tuesday, the  $16^{th}$  day of July , 2019 at 5.00 P.M. Further, the Remote E-Voting period was completed on the date preceding the date of the Annual General Meeting.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the Remote E-Voting to cast their votes through

Page 1 of 4

electronic voting facility provided at the venue during the Annual General Meeting in compliance with the provisions of Rule 20 (4) (viii) of the Companies (Management and Administration) Rules, 2014, as amended. Further the Company also facilitated the members present in the meeting, who could not present in the Remote E-Voting and who did not participate in the e-voting at the venue of Annual General Meeting, to cast their votes through poll process.

Accordingly, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked ballot box was opened in my presence and I report that there were no ballot papers in the box placed before the meeting. Hence a separate scrutinizer report on poll as per Section 109 of the Companies Act, 2013 read with Rule 21(2) of Companies, (Management and Administration) Rules, 2014 is not attached.

On completion of the Remote E-Voting period and electronic voting facility provided at the venue of the Annual General Meeting, in compliance with the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules, 2014, as amended, I have unblocked the votes on Wednesday, the 17<sup>th</sup> day of July 2019, in the presence of two witnesses who were not employees of the Company. The names and signatures of the witnesses appear elsewhere in this Report.

## The result of the Electronic voting is as under:

			ASSENT,	IN FAVO	UR OF	DISSENT	/ AGAINST
Res olut ion No.	Subject Matter of Resolution	Total No. of shares through E- voting	No. of Votes through E- voting	% of votes in favour on votes throug	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes through E-voting
ORDI	NARY BUSINESS	* : .		voting			
1	To Adopt Financial Statements for the year ended 31st March, 2019	449680722	449679916	99.99%	24.85%	806	0.01%
2	To declare dividend	451101151	451101120	99.99%	24.93%	31	0.01%
3	Reappointment of retiring director, Mr. Salim Gangadharan (DIN: 06796232) who retires	451134661	443533423	98.32%	24.51%	7601238	1.68%



	by rotation under						
	section 152 of Companies	6			E		
.	Act, 2013 and being	<b>)</b>   4					
	eligible, offers himself for	-					
	re-appointment						
	To Appoint Statutory					<del> </del>	
4	Central Auditors of the			B			
4	Bank and fixing their	451125405	451101699	99.99%	24.93%	23706	0.01%
	remuneration						
SPE	CIAL BUSINESS (Ordinary	Resolution)					
	To appoint Branch					·	
	Auditors and fix their						
5	remuneration in	451135405	451110391	99.99%	24.93%	25014	0.01%
	consultation with			33.33 70	24.9370	23014	0.01%
	Statutory Auditors	1.		1			
	To appoint Mr. M George	· ·		<del> </del>	<u> </u>		
	Korah (DIN: 08207827)	1.					
6	as an Independent	1451136725	451035559	99.98%	24.92%	101166	0.02%
	Director						
	To appoint Mr. Pradeep M					<u> </u>	
	Godbole (DIN:						
7	08259944), as a Director,	451126725	451055748	99.98%	24.92%	70977	0.02%
<u> </u>	liable to retire by rotation						
SPEC	CIAL BUSINESS (Special R	esolution)			•		
	To re-appoint Ms.			Ţ <u></u>		<u> </u>	T
8	Ranjana S Salgaocar	454426725	4540400				
	(DIN: 00120120) as an	451136725	451049987	99.98%	24.92%	86738	0.02%
	Independent Director						
	To re-appoint Mr. Parayil						
	George John Tharakan			l i			
9	(DIN: 07018289) as an	451136725	451036231	99.98%	24.92%	100494	0.02%
,	Independent Director						
	To Augment the Paid-up		<u> </u>				
10	Capital of the Bank by	392674571	392312158	99.91%	21.68%	362413	0.000%
	further issue of securities	,		33.3170	21.0070	102413	0.09%
i			<u> </u>				



	To Approve the		T		<del></del>	<del></del>	· .
	borrowing/raising funds						
11	in Indian/foreign						
	currency by issue of debt	451135405	451044326	99.98%	24.92%	91079	0.0704
	securities on private					720,5	0.02%
	placement basis						
	Amendments in the	 	· · · · · · · · · · · · · · · · · · ·	<del> </del>			
12	Object Clause of the						<del> </del>
	Memorandum of	447245898	446920502	99.93%	24.70%	325396	0.070
	Association of the Bank					323390	0.07%

All resolutions stand passed under Electronic Voting as Ordinary and Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thank You

Yours faithfully

For SVJS & Associates Company Secretaries

> P.D.VINCENT Managing Partner CP No: 7940

Kochi 17/07/2019

Witnesses to the unblocking of Votes:

1 AbhJith

Putherpura House

Thuravoor P.O.

Chathala

Pin : 688532

I have received the report.

Salim Gangodharan

Non-Executive Charles

TRICHUR SEC. DEPT.

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Tray lawar

North Thomara paramba

Cochi - 682001