

DEPT : SECRETARIAL  
REF No. SEC/ST EX.STT/5 /2018-19

April 05, 2018

National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
**Mumbai – 400 051.**

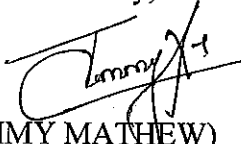
BSE Ltd.  
First Floor, New Trading Wing,  
Rotunda Building, P J Towers,  
Dalal Street, Fort,  
**Mumbai – 400 001.**

Dear Sirs,

**Sub: Quarterly Compliance Report on Corporate Governance (Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015**

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, we send herewith the Quarterly Compliance Report on Corporate Governance in the prescribed format, for the 4<sup>th</sup> quarter ended on 31<sup>st</sup> March, 2018.

Yours faithfully,



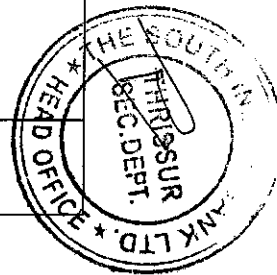
(JIMMY MATHEW)  
COMPANY SECRETARY

Encl: a.a.

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of Listed Entity : The South Indian Bank Limited  
 Quarter ending : 31.03.2018

| <b>I. Composition of Board of Directors</b> |                      |                                  |  |   |                     |   |  |   |  |
|---|----------------------|----------------------------------|--|---|---------------------|---|--|---|--|
| Title (Mr./Ms)                              | Name of the Director | PAN&DIN                          | Category (Chairperson/Executive/Non-Executive/independent/Nominee) | Date of Appointment in the current term/cessation | Tenure* (in months) | No of Directorship in entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |  |
| Mr.   | Salim Gangadharan    | PAN: AALPS7777D<br>DIN: 06796232 | Non- Executive<br>Chairman   | 16.01.2014  | -                   | 1   | -  | -   |  |
| Mr.   | V.G.Mathew           | PAN: AIRPM7314G<br>DIN: 05332797 | Executive-<br>Managing<br>Director & CEO                           | 01.10.2014  | -                   | 1   | -  | -   |  |
| Mr.   | K.Thomas Jacob       | PAN: ACLPJ3497P<br>DIN: 00812892 | Non- Executive-<br>Independent                                     | 31.08.2010  | 91                  | 1   | -  | 1   |  |
| Dr.   | John Joseph Alapatt  | PAN: ACJPJ4380P<br>DIN: 00021735 | Non- Executive-<br>Independent                                     | 24.09.2012  | 66                  | 1   | -  | -   |  |



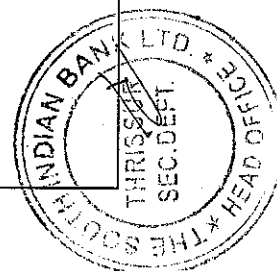
|      |                                 |                                  |                                |            |    |   |   |   |
|------|---------------------------------|----------------------------------|--------------------------------|------------|----|---|---|---|
| Mr.  | Francis Alapatt                 | PAN: AABPF1073F<br>DIN: 01419486 | Non- Executive-<br>Independent | 01.11.2013 | 53 | 1 | 1 | - |
| Mrs. | Ranjana S. Salgaocar            | PAN: ABYPS1940G<br>DIN: 00120120 | Non- Executive-<br>Independent | 01.10.2014 | 42 | 1 | - | 1 |
| Mr.  | Parayil George John<br>Tharakan | PAN: AFGPT8842N<br>DIN: 07018289 | Non- Executive-<br>Independent | 25.11.2014 | 40 | 1 | 1 | - |
| Mr.  | Achal Kumar Gupta               | PAN: ACJPG8945M<br>DIN: 02192183 | Non- Executive                 | 11.01.2017 | -  | 1 | 1 | - |
| Mr   | V. J. Kurian                    | PAN: AAXPK0438R<br>DIN: 01806859 | Non- Executive-<br>Independent | 23.03.2018 | -  | 1 | 1 | - |

# Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

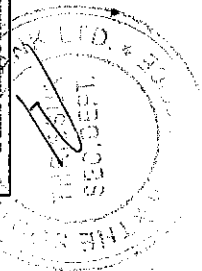
\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of Listed entity in continuity without any cooling off period.


#### **II. Composition of Committee**

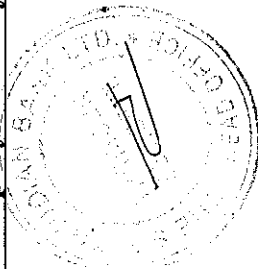
| Name of Committee                           | Name of Committee members  | Category (Chairperson/Executive/Non-Executive/Independent/Nominee)  |
|---|--|---|
| 1. Audit Committee                          | Mr. K. Thomas Jacob<br>Mr. Achal Kumar Gupta<br>Mr. V. J. Kurian                         | Non- Executive- Independent<br>Non- Executive<br>Non- Executive- Independent                                    |
| 2. Nomination & Remuneration Committee      | Dr. John Joseph Alapatt<br>Mr. Salim Gangadharan<br>Ms. Ranjana S. Salgaocar             | Non- Executive- Independent<br>Non- Executive Chairman<br>Non- Executive- Independent                           |
| 3. Risk Management Committee(if applicable) | Mr. Achal Kumar Gupta<br>Mr. Salim Gangadharan<br>Mr. V.G. Mathew<br>Mr. K. Thomas Jacob | Non- Executive<br>Non- Executive Chairman<br>Executive - Managing Director & CEO<br>Non- Executive- Independent |



|  |  |  |
|--|--|--|
| 4. Stakeholders Relationship Committee   | Ms. Ranjana S. Salgaocar<br>Mr. Francis Alapatt<br>Mr. Parayil George John Tharakan<br>Dr. John Joseph Alapatt | Non- Executive- Independent<br>Non- Executive- Independent<br>Non- Executive- Independent<br>Non- Executive- Independent               |
| <p><sup>s</sup>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.</p> |  |  |
| <p><b>III. Meeting of Board of Directors</b></p>   |  |  |
| Date(s) of Meeting (if any) in the previous quarter  | Date(s) of Meeting (if any) in the relevant quarter  | Maximum gap between any two consecutive Meetings (in number of days)   |
| 10.10.2017, 20.11.2017, 06.12.2017   | 09.01.2018, 27.02.2018, 23.03.2018   | 49 days  |
| <p><b>IV. Meeting of Committees</b></p>  |  |  |
| Date(s) of meeting of the committee in the Relevant quarter  | Whether requirement of Quorum met (details)  | Date(s) of meeting of the committee in the previous quarter<br><br>Maximum gap between any two consecutive meetings in number of days* |
| <u>Audit Committee</u><br>08.01.2018, 23.01.2018, 21.03.2018   | Yes  | 09.10.2017, 05.12.2017<br><br>56 days  |
| <u>Nomination &amp; Remuneration Committee</u><br>08.01.2018, 23.03.2018   | Yes  | 09.10.2017, 06.12.2017   |
| <u>Risk Management Committee</u><br>22.03.2018   | Yes  | 25.10.2017, 27.12.2017   |
| <u>Stakeholders Relationship Committee</u><br>23.03.2018   | Yes  | 06.12.2017   |
| <p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</p>  |  |  |



| <b>V. Related Party Transactions</b>   |   |
|--|---|
| <b>Subject</b>   | <b>Compliance status (Yes/No/NA) refer note below</b> |
| Whether prior approval of audit committee obtained   | N.A (NIL Transactions)                                |
| Whether shareholder approval obtained for material RPT   | N.A (NIL Transactions)                                |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee   | N.A (NIL Transactions)                                |
| <b>VI. Affirmations</b>  |   |
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.  |   |
| 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015   |   |
| <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</li> </ul> |   |
| 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.   |   |
| 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.   |   |
| 5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:   |   |
| <p>- <i>The Quarterly compliance report on Corporate Governance for the quarter ended 31<sup>st</sup> December, 2017 has been reviewed by the Board of Directors at their meeting held on 27.02.2018.</i></p>  |   |
| <b>Name &amp; Designation</b>  |   |
| <br><b>(Jimmy Mathew)</b><br><b>Company Secretary</b>   |   |

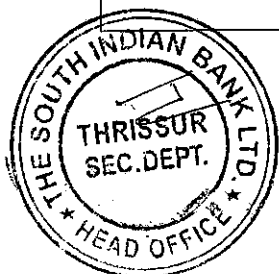


## ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE

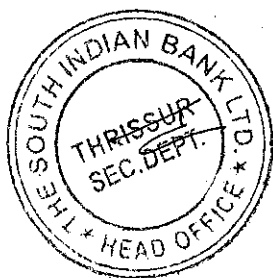
Name of Listed Entity: The South Indian Bank Limited  
Year ending : 31.03.2018

| <b>I. Disclosure on website in terms of Listing Regulations</b>   |   |
|---|---|
| <i>Item</i>   | <i>Compliance status<br/>(Yes/No/NA)<sup>Refer</sup><br/>Note below</i> |
| Details of business   | Yes   |
| Terms and conditions of appointment of independent directors  | Yes   |
| Composition of various committees of board of directors   | Yes   |
| Code of conduct of board of directors and senior management personnel   | Yes   |
| Details of establishment of vigil mechanism/ Whistle Blower policy  | Yes   |
| Criteria of making payments to non-executive directors  | Yes   |
| Policy on dealing with related party transactions   | Yes   |
| Policy for determining 'material' subsidiaries  | Yes   |
| Details of familiarization programmes imparted to independent directors   | Yes   |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes   |
| E-mail address for grievance redressal and other relevant details   | Yes   |
| Financial results   | Yes   |
| Shareholding pattern  | Yes   |
| Details of agreements entered into with the media companies and/or their associates   | N.A   |
| New name and the old name of the listed entity  | N.A   |

| <b>II Annual Affirmations</b>   |                          |                                     |
|---|--------------------------|-------------------------------------|
| <i>Particulars</i>  | <i>Regulation Number</i> | <i>Compliance status(Yes/No/NA)</i> |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6)         | Yes                                 |
| Board composition   | 17(1)                    | Yes                                 |
| Meeting of Board of directors   | 17(2)                    | Yes                                 |
| Review of Compliance Reports  | 17(3)                    | Yes                                 |
| Plans for orderly succession for appointments   | 17(4)                    | Yes                                 |
| Code of Conduct   | 17(5)                    | Yes                                 |



|   |                         |      |
|---|-------------------------|------|
| Fees/compensation   | 17(6)                   | Yes  |
| Minimum Information   | 17(7)                   | Yes  |
| Compliance Certificate  | 17(8)                   | Yes  |
| Risk Assessment & Management  | 17(9)                   | Yes  |
| Performance Evaluation of Independent Directors                                     | 17(10)                  | Yes  |
| Composition of Audit Committee  | 18(1)                   | Yes  |
| Meeting of Audit Committee  | 18(2)                   | Yes  |
| Composition of nomination & remuneration committee                                  | 19(1) & (2)             | Yes  |
| Composition of Stakeholder Relationship Committee                                   | 20(1) & (2)             | Yes  |
| Composition and role of risk management committee                                   | 21(1),(2),(3),(4)       | Yes  |
| Vigil Mechanism   | 22                      | Yes  |
| Policy for related party Transaction  | 23(1),(5),(6),(7) & (8) | Yes  |
| Prior or Omnibus approval of Audit Committee for all related party transactions     | 23(2), (3)              | N.A. |
| Approval for material related party transactions                                    | 23(4)                   | N.A. |
| Composition of Board of Directors of unlisted material Subsidiary                   | 24(1)                   | N.A. |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | N.A. |



|  |               |     |
|--|---------------|-----|
| Maximum Directorship & Tenure  | 25(1) & (2)   | Yes |
| Meeting of independent directors   | 25(3) & (4)   | Yes |
| Familiarization of independent directors   | 25(7)         | Yes |
| Memberships in Committees  | 26(1)         | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel<br>Non-Executive Directors | 26(3)         | Yes |
| Disclosure of Shareholding by Non-Executive Directors  | 26(4)         | Yes |
| Policy with respect to Obligations of directors and senior management  | 26(2) & 26(5) | Yes |

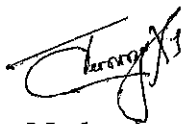
**Note**

- 1) In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2) If status is "No" details of non-compliance may be given here.
- 3) If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**Name & Designation**



**(Jimmy Mathew)  
Company Secretary**

