



NOTICE

94th Annual General Meeting

The South Indian Bank Limited,
Registered Office: “SIB House”, Mission Quarters, T.B Road,
Thrissur- 680 001, Kerala **Tel:** +91-487-2420020, 2420058
Email: ho2006@sib.co.in **Web:** www.southindianbank.com
CIN: L65191KL1929PLC001017

NOTICE is hereby given that the 94th Annual General Meeting (“the AGM”) of the shareholders of The South Indian Bank Limited. (“the Bank”) will be held on Tuesday, July 12, 2022 at 11:00 a.m. (IST) via video conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. the Audited Standalone Financial Statements, including Audited Balance Sheet and Profit and Loss Account of the Bank for the financial year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon.
 - b. the Audited Consolidated Financial Statements, including Audited Consolidated Balance Sheet and Profit and Loss Account of the Bank for the financial year ended March 31, 2022 and the Report of the Auditors thereon.
2. To appoint a director in the place of Sri. Paul Antony (DIN: 02239492) who retires by rotation under Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. **Appointment of Joint Statutory Auditors:**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz., Companies (Audit and Auditors) Rules, 2014 as may be applicable and the Banking Regulation Act, 1949, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, from time to time and such other regulatory authorities, as may be applicable, and as approved by Reserve Bank of India vide. Letter No DOS. CO.RPD. No. S 551/08.21.005/2022- 23 dated May 05, 2022, the members of the Bank be and is hereby accord sanction for: (1) continuing of M/s. CNK & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101961 W/W-100036), having confirmed their eligibility to continue as the Joint Statutory Auditors of the Bank for the Financial year (who was appointed on 93rd Annual General Meeting held on 18th August, 2021 for a continuous period of three years upto conclusion of 96th Annual General meeting) and (2) appointment M/s. K Venkatachalam Aiyer & Co, Chartered Accountants (Firm Registration No:-004610S) who has offered themselves for appointment and have confirmed their eligibility to be appointed, as the Joint Statutory Auditors of the Bank for the period commencing from the conclusion of this the 94th Annual General meeting until the conclusion of the 97th Annual General Meeting of the Bank for a continuous period of 3 years

subject to the firm satisfying the eligibility norms each year and obtaining Reserve Bank of India's prior approval in this regard, on an annual basis, for a total remuneration of ₹200.00 lakhs (Rupees Two Hundred Lakhs Only) per year plus GST and out of pocket expenses extra (on actual basis) for the period of appointment for the purpose of Statutory Audit, Limited Review, Branch Audit, LFAR, Tax Audit under Income Tax Act, 1961 and to issue all certificates as stipulated by the RBI at its appointment letter/circular/notification, certificates required under Companies Act, 2013, SEBI Listing Regulations and reporting on internal financial controls of the Bank's accounts at its head office, branches and other offices, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, remuneration, reimbursement of expenses 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 between the Bank and the Joint Statutory Auditors and as may be further approved by the Board from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in this regard to implementation of the resolution including but not limited to determination of roles and responsibilities/ scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering and executing the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank."

SPECIAL BUSINESS:

4. To appoint Sri. Benny P Thomas (DIN: 09448424) as non-executive Director of the Bank.

To consider and if thought fit, to pass, with or without modification, the following resolution as **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) read with provisions of the Articles of Association of the Bank, and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Sri. Benny P Thomas (DIN: 09448424), who was appointed as an Additional Director pursuant to Section 161(1) of the Companies Act, 2013 on December 30, 2021 and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of director, be and is hereby appointed as a Director of the Bank, liable to retire by rotation."

5. To revise the Remuneration Payable to Sri. Murali Ramakrishnan (DIN: 01028298), Managing Director and CEO of the Bank

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**: -

RESOLVED THAT pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules and regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Articles of Association of the Bank, and subject to the receipt of approval of Reserve Bank of India (“RBI”) as recommended by the Nomination & Remuneration Committee of the Board and the Board or with the modifications/changes/ in the manner as may be approved by RBI in terms of Section 35B of the Banking Regulation Act, 1949, approval of the members of the Bank be and is hereby accorded for revision of the variable pay from the financial year 2021-22, as detailed in the explanatory statement annexed to this notice to Sri. Murali Ramakrishnan (DIN: 01028298), Managing Director & CEO of the Bank.

“RESOLVED FURTHER THAT the Board of Directors of the Bank be and are hereby severally authorized to accept any modification as suggested by Reserve Bank of India without seeking further approval of members and to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/ regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, to give effect to this Resolution.”

6. To re-appoint Sri Salim Gangadharan, (DIN: 06796232) as Independent Director of the Bank.

To consider and if thought fit, to pass, with or without modification, the following resolution as **Special Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) read with provisions of the Articles of Association of the Bank, and on the basis of the recommendation of the Nomination and Remuneration Committee/ Board of Directors of the Bank confirming that Sri Salim Gangadharan, (DIN: 06796232) is meeting the skills and capabilities required for the role identified as detailed in

the explanatory statement and the profile attached to this notice , Sri Salim Gangadharan, (DIN: 06796232), who was appointed as additional Non-executive Independent Director of the Bank on 16th January, 2014 and appointed as Independent Director for a term of five years on 86th Annual General Meeting of the Bank held on 16th day of July, 2014 and further reappointed and reclassified as non-executive director, by Shareholders at the 90th AGM held on July 11, 2018, liable to retire by rotation and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible to be re-appointed as an Independent Director of the Bank and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of director, be and is hereby reappointed for a second term as an Independent Director of the Bank, for the purpose of Section 149 of the Companies Act, 2013 for a further period upto November 1, 2023 as may be approved by RBI in compliance with section 149 of the Companies Act, 2013, not liable to retire by rotation.”

RESOLVED FURTHER that pursuant to the provisions of Sections 10B and 35B of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), read with clause 95, 121 and 122 of Bank’s Articles of Association and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank, approval of the Members of the Bank be and is hereby accorded for the appointment and for the payment of remuneration and terms of appointment of Sri Salim Gangadharan (DIN: 06796232), brief particulars whereof have been set out in the annexed Explanatory Statement, as Non-Executive – Part time Chairman of the Bank, for a further period of 1 year from November 2, 2022, subject to approval of Reserve Bank of India.

“RESOLVED FURTHER THAT the Board of Directors of the Bank be and are hereby severally authorized to accept any modification as suggested by Reserve Bank of India without seeking further approval of members and to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/ regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, to give effect to this Resolution.”

7. To re-appoint Sri V.J. Kurian, (DIN: 01806859) as Independent Director of the Bank.

To consider and if thought fit, to pass, with or without modification, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any,

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Rules, Circulars and Guidelines issued by the Reserve Bank of India, from time to time, and the provisions of the Articles of Association of the Bank, and on the basis of the recommendation of the Nomination and Remuneration Committee/ Board of Directors of the Bank confirming that Sri V.J. Kurian, (DIN: 01806859) is meeting the skills and capabilities required for the role identified as detailed in the explanatory statement and the profile attached to this notice, Sri V.J. Kurian (DIN: 01806859), and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible to be reappointed as an Independent Director of the Bank and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of director of the Bank, be and is hereby reappointed for a second term as ‘Non-Executive Independent Director’ of the Bank, for the purpose of Section 149 of the Companies Act, 2013, to hold office for a period not exceeding five consecutive years or to such period as may be approved by Reserve Bank of India / under the provisions of Banking Regulation Act, 1949 with effect from 23rd March, 2023, not liable to retire by rotation, provided the period of reappointment as independent director shall not exceed 5 years.”

8. To appoint Sri. Pradeep M Godbole (DIN: 08259944) as Independent Director of the Bank.

To consider and if thought fit, to pass, with or without modification, the following resolution as **Special Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) read with provisions of the Articles of Association of the Bank, and on the basis of the recommendation of the Nomination and Remuneration Committee/ Board of Directors of the Bank confirming that Sri. Pradeep M Godbole (DIN: 08259944) is meeting the skills and capabilities required for the role identified as detailed in the explanatory statement and the profile attached to this notice, Sri. Pradeep M Godbole (DIN: 08259944), who was appointed as additional Non-executive Director of the Bank on 26th March, 2019 and appointed by Shareholders at the 91st AGM held on 17th July, 2019 liable to retire by rotation and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible to be appointed as an Independent Director of the Bank and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Bank, for the purpose of Section 149 of the Companies Act, 2013 to hold office for a period not exceeding five consecutive years or to such period as may be

approved by Reserve Bank of India / under the provisions of Banking Regulation Act, 1949 effective from 94th Annual General Meeting, not liable to retire by rotation, provided the period of appointment as independent director shall not exceed 5 years.”

9. To appoint Smt. Radha Unni (DIN: 03242769) as Independent Director of the Bank.

To consider and if thought fit, to pass, with or without modification, the following resolution as **Special Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) read with provisions of the Articles of Association of the Bank, and on the basis of the recommendation of the Nomination and Remuneration Committee/ Board of Directors of the Bank confirming that Smt. Radha Unni (DIN: 03242769) is meeting the skills and capabilities required for the role identified as detailed in the explanatory statement and the profile attached to this notice, Smt. Radha Unni (DIN: 03242769), who was appointed as an Additional Independent Director pursuant to Section 161(1) of the Companies Act, 2013 on 30th November, 2021 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible to be appointed as an Independent Director of the Bank and in respect of whom the Bank has received a notice in writing, proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Bank, for the purpose of Section 149 of the Companies Act, 2013 till 03rd December, 2023, not liable to retire by rotation.”

10. Raising of Tier- I capital of the Bank through issuance of Securities

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended and other applicable rules made there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (the “Act”), the Banking Regulation Act, 1949, as amended, the Foreign Exchange Management Act, 1999, as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended, and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as

amended, the Depository Receipts Scheme, 2014, the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and amended from time to time, the Master Directions – Issue and Pricing of Shares by Private Sector Banks, Directions, 2016, the Master Directions – Ownership in Private Sector Banks, Directions, 2016, the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India (the “RBI”), the Registrar of Companies, the stock exchanges where the equity shares of The South Indian Bank Limited (the “Bank”) are listed, the Securities and Exchange Board of India (the “SEBI”) including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and in accordance with the provisions of the Memorandum and Articles of Association of the Bank and subject to approvals, consents, permissions and sanctions as might be required from various regulatory authorities (including those noted above) and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the shareholders of the Bank, be and is hereby accorded to the Board to create, offer, issue and allot (including with the reservation on firm allotment and/or competitive basis of such part of the issue and for such categories of persons as may be permitted by law then applicable) from time to time in one or more tranches, with or without green shoe option, in the course of domestic and/ or international offering(s) in one or more foreign markets, by way of a rights issue to the existing members of the Bank (whether resident or non-resident), Further Public Offer (“FPO”), preferential issue, qualified institutions placement (“QIP”), private placement/ private placement in public equity or a combination thereof of equity shares of ₹1/- each (the “Equity Shares”) or through an issuance of Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), fully convertible debentures/partly convertible debentures, and/or any other financial instruments or securities convertible into Equity Shares with or without detachable or non-detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the “Securities”) or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, Qualified Institutional Buyers as defined under the ICDR Regulations (“QIBs”), foreign investors, Foreign Institutional Investors (“FIIs”), Foreign Portfolio Investors (“FPIs”), Foreign Corporate Bodies (FCBs)/Companies/Mutual Funds/Pension Funds/Insurance companies/Venture Capital Funds/Banks, to all or any other

category of investors who are authorized to invest in the Securities of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Bank (collectively the “Investors”), through one or more prospectus and/or letter of offer or circular or placement document or any other issue documents as may be permitted, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for an amount not exceeding in the aggregate ₹ 2,000.00 Crore (Rupees Two Thousand Crore only) or its equivalent amount in such foreign currencies as may be necessary, inclusive of any premium and green shoe option attached thereto, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions at the Board’s absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Bank, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/ or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/ or in respect of different Securities, deciding of other terms and condition like number of securities to be issued, face value, number of equity shares to be allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law.”

“RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the ICDR Regulations):

- (i) the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board, shall be completed within 12 months from the date of this resolution or such other time as may be allowed under the ICDR Regulations;
- (ii) the Equity Shares issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Bank in all respects as may be provided under the terms of issue and in accordance with the placement document(s);
- (iii) in the event Equity Shares are issued, the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members’ approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares; in the event that Eligible Securities issued are eligible

convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue;

- (iv) any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations. The Board may, however, at its absolute discretion, issue Equity Shares at a discount of not more than five percent or such other discount on the price calculated for QIP as may be permitted under applicable regulations.;
- (v) the Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the ICDR Regulations.
- (vi) the total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, should not exceed five times the net worth of the Bank as per the audited Balance Sheet of the previous financial year.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the provisions of the Depository Receipts Scheme, 2014 (the “2014 Scheme”), the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment(s) thereof).”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the pricing of the Securities and the relevant date, if any, shall be determined in accordance with the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 issued by the Ministry of Finance and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment(s) thereof).”

“RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a) in the event of the Bank making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital

- increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- b) in the event of the Bank making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing members;
 - c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
 - d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

“RESOLVED FURTHER THAT, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.”

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts as permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and

executing arrangements with Merchant Bankers, Lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements, including but not limited to prospectus and/or letter of offer and/or circular or placement document, registration statement, and filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges, including RBI and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any duly authorised committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the members of the Bank, the members shall be deemed to have given their approval thereto expressly by the authority of this resolution to the Board or Committee of Directors be and is hereby authorized for and on behalf of the members of the Bank:

- a) the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- b) the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue (within the limit approved by the shareholders), as it may deem expedient;
- c) To appoint, enter into and execute all such arrangements, as the case may be, with any lead managers, merchant bankers, managers, underwriters, bankers, financial institutions, credit rating agency registered with SEBI, solicitors, advisors, guarantors, depositories, registrars, transfer agents, custodians, trustees, lawyers, chartered accountants, company secretaries, experts in banking industry, consultants, book runners and such other intermediaries (“the Agencies”) as may be necessary and to remunerate any of the agencies in any manner including payment of commission, brokerage or fee for their services or otherwise and reimburse expenses that may be incurred by them in relation to their services to the Bank.

- d) The offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however to applicable guidelines, notifications, rules and regulations.
- e) To issue, directly or through any agency duly authorised depository receipt(s)/certificates of shares or other securities to afford a proper title to the holder thereof and to enable such holder to trade in the securities or underlying securities as such person may require to the extent lawfully permitted in India or in any other country where the securities have been issued subject to statutory regulations in India or in any other country and in accordance with the norms and practices prevailing in India or any other country.
- f) To issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such further equity shares ranking pari passu with the existing equity shares of the Bank in all respects except provided otherwise under the terms of issue of such securities and in the offer document.
- g) To approve offer document, circulars, notice and such other documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead managers, underwriters, and/ or advisors in accordance with applicable laws, rules, regulations and guidelines and to take decisions to open the issue, decide bid opening and closing date, the issue price, the number of Equity Shares to be allotted and the basis of allotment of Shares.
- h) To dispose of the unsubscribed portion of the shares or securities to such person(s) and in such manner and on such terms as the Board may in its absolute discretion think most beneficial to the Bank, including offering or placing them with resident or non-resident/foreign investor(s) (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/foreign portfolio investors (FPIs)/foreign corporate bodies (FCBs)/companies/mutual funds/pension funds/venture capital funds/banks and/or employees and business associates of the Bank or such other person(s) or entity(ies) or otherwise, whether or not such investors are members of the Bank.
- i) To retain over subscription up to such percentage as may be permitted by the applicable regulations and by relevant authorities.
- j) To obtain listing of all or any of its new shares/existing shares or other securities in any stock exchange in India or elsewhere in the world including the New York Stock Exchange, London Stock Exchange, Dubai International Financial Exchange, Singapore Stock Exchange, Luxembourg Stock Exchange, NASDAQ or any other Stock Exchanges subject to such statutory compliances as may be necessary in India or in such other country and further subject to such conditions as the stock exchanges may require.
- k) To do such acts, deeds, matters and things as it/they may at its/their discretion deem necessary or desirable for such purpose, including without limitation, if required, filing a Registration Statement and other relevant documents with United States Securities and Exchange Commission, or such other regulatory authority as may be necessary for listing

the Securities on the Luxembourg Stock Exchange or New York Stock Exchange (“NYSE”) and/or NASDAQ or such other international stock exchanges and the entering into of depository arrangements in regard to any such issue or allotment.

- l) To agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient.
- m) To do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, banking and custodian arrangements and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties, doubts that may arise in regard to such offer(s) or issue(s) or allotment(s), as it may, in its, absolute discretion, deem fit and with power on behalf of the Bank to settle any questions, difficulties or doubts that may arise in regard to any such issue(s)/offer(s) or allotment(s) or otherwise.
- n) To delegate from time to time, all or any of the powers conferred herein upon the Board or Committee of Directors or the Director/s or any other Officer/s of the Bank.
- o) the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT, subject to compliance of all applicable provisions of the Companies Act, 2013, the applicable provisions of the Companies Act, 1956, the FEMA, and the rules, circulars and guidelines issued there under from time to time, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Foreign Exchange Management (Transfer or Issue of Security to a person resident outside India) Regulations, 2017, as amended, the Consolidated FDI Policy Circular of 2017, as amended, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, from time to time, the Securities Contracts (Regulation) Act, 1956 (“SCRA”), the SEBI (ICDR) Regulations, the regulations, guidelines, circulars issued by the Reserve Bank of India, the Listing Regulations and any other applicable provisions of law if any, the Board, any of the Directors, any member of the duly authorized committee, Managing Director & CEO and Chief Financial Officer are jointly and severally authorised, on behalf of the Bank to make necessary applications, letters, filings to any regulatory

authority, including the Reserve Bank of India, Ministry of Finance, as may be required for the purpose of giving effect to the foregoing.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any its powers herein conferred by this resolution to any Committee of Director or, subject to applicable law, any Director(s) or any one or more executives of the Bank to give effect to the above resolutions.”

11. Raising of funds by issue of bonds/ debentures/ securities on private placement basis

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made there under, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 including any amendment, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, the applicable provisions of the Banking Regulation Act, 1949, as amended, Foreign Exchange Management Act, 1999 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and all other relevant provisions of applicable law(s), the provisions of the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the statutory authority(ies) concerned, including RBI, the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as “Board” and which term shall be deemed to include any Committee of the Board or any other persons to whom powers are delegated by the Board as permitted under the Companies Act, 2013) for borrowing/ raising of funds in Indian/foreign currency by issue of debt securities including but not limited to non-convertible debentures, MTN (Medium-Term Notes) bonds (including bonds forming part of Tier I capital/Tier II capital in accordance with and subject to the terms and conditions specified in the Basel III Capital Regulations prescribed by RBI, long terms infrastructure bonds or such other securities as may be permitted by RBI from time to time) in domestic and/or overseas market, secured or unsecured, as per the agreed structure and within the limits permitted by RBI and other regulatory authorities 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 fit by the Board, as per the structure and within the limits permitted by the RBI, of an amount not exceeding ₹ 500.00 Crore (Rupees Five Hundred Crore only), within the overall borrowing limits of the Bank, as approved by the Members from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, to seek the listing of debt securities in one or more recognized stock exchange(s) as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Bank or any Committee of the Board or such other persons as may be authorized by the Board, be and are hereby authorized to negotiate, modify and finalize the terms and conditions of the debt securities and sign the relevant documents/agreements in connection with the private placement of the debt securities, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other documents as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) on private placement of debt securities by the Bank and to further delegate the above powers to any Committee of Directors or any personnel of the Bank to act on their behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution.”

Place: Thrissur,
Date: June 07, 2022

By Order of the Board of Directors
Sd/-
Jimmy Mathew
Company Secretary

Notes:

1. In view of continuing covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circulars No. 2/2022 dated 05th May, 2022 and General Circular No 20/2020 dated 05th May, 2020 , in relation to “Clarification on holding of Annual General Meeting (AGM) through Video Conference (VC) or Other Audio Visual Means (OAVM) and the rules made there under on account of the threat posed by Covid-19”, (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI Circulars No SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated 13th May, 2022, SEBI/ HO/ DDHS/ P/ CIR/ 2022/ 0063 dated 13th May, 2022 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Bank is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The registered office of the Bank shall be deemed to be the venue for the AGM.
2. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI circulars referred above.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA/SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM on their behalf through VC/OAVM and participate there at and to cast their votes through remote e-voting/ e-voting during AGM.
4. The facility to attend the AGM through VC/OAVM will be provided through Central Depository Services (India) Limited (CDSL). The detailed instructions pertaining to remote e-voting, joining the AGM through VC/OAVM and Voting at the AGM are given separately hereunder.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. The Members can join the AGM in the VC/OAVM mode 30 minutes before and shall not be closed till expiry of 30 minutes after scheduled time of the commencement of the Meeting

by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the members.

7. In compliance with the aforesaid MCA Circulars and SEBI Circulars the notice of the 94th AGM to all the shareholders and the Annual Report 2021-22 to all security holders are being sent only through electronic mode to those security holders whose email addresses are registered with the Bank/ Depositories. Security holders may note that in line with the MCA circulars and SEBI Circulars the Notice and Annual Report 2021-22 will also be available on the Bank's website at <https://www.southindianbank.com> under 'Investors' Desk' section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility), <https://www.evotingindia.com>
8. An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the business at Item Nos. 3 to 11 of the Notice is annexed hereto.
9. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment/change in terms of appointment in this AGM are annexed to this notice.
10. As per the relaxation provided by the aforementioned MCA and SEBI circulars, the Bank will not be sending physical copies of AGM Notice and Annual Report to the shareholders and debenture holders.
11. With a view that banks must conserve capital in an environment of heightened uncertainty caused by Covid-19 and because of low profit available for appropriation, the Board of Directors of the Bank has not proposed any dividend for the financial year ended March 31, 2022.
12. The Bank has fixed Tuesday, 05th July, 2022 as the Cut-off Date for the purpose of the 94th AGM and reckoning entitlement for voting through remote e-voting/ e voting during the AGM on the Resolutions contained in this Notice. The remote e-voting /voting rights of the Members/beneficial owners shall be reckoned on the Equity Shares held by them as on Tuesday, 05th July, 2022 (the Cut-off Date) only.
13. The Register of Members and Share Transfer Books of the Bank will remain closed from Wednesday 06th July, 2022, to Tuesday the 12th July, 2022 (both days inclusive).

14. Letter dated 28th March, 2022 was sent to shareholders whose dividend amount for FY 2014-15 as well as subsequent dividend warrants issued upto FY 2018-19 were outstanding indicating a timeline to claim the outstanding dividend amounts. In terms of Section 124 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, members may please note that if the dividends have been unpaid or unclaimed for seven consecutive years or more, the underlying shares shall be transferred to the IEPF Demat Account maintained with depositories. Upon transfer of such shares to IEPF account, all benefits (e.g. bonus, spilt, etc.), if any, accruing on such shares shall also be credited to the IEPF Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. The Members are requested to respond the communications received from the RTA in this regard as soon as possible or contact them for their assistance. Updated consolidated lists of Unpaid Dividend as of March 31, 2022 is hosted on website of the Bank at <https://www.southindianbank.com>.
15. All dividends remaining unclaimed or unpaid including the balance in Dividend Account upto and including financial year 1994 – 95 have been transferred to the General Revenue Account of the Central Government. Any claim in respect of transferred amounts shall be made to the Registrar of Companies, Kerala, Company Law Bhavan, Bharath Matha College P.O., Kochi – 682 021. Members may kindly note that the unclaimed/unpaid dividend amounts for the years from 1996 – 97 to 2013–2014 have already been transferred to the Investors’ Education and Protection Fund (the Fund) as required under Section 125 of the Companies Act, 2013.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Bank will be entitled to vote at the AGM.
17. All documents referred to in the notice are open for inspection at the Registered Office of the Bank and electronically on all working days between 10.00 AM and 3.00 PM up to the date of the Annual General Meeting.
18. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Bank, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends (including the dividend so transferred to the IEPF in the history) are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Bank, within the stipulated timeline.

19. Members may please note that there is a facility for nomination, in the prescribed form, of any person to whom shares in the Bank held by such Member shall vest in the event of his/her death.
20. Shares of the Bank are traded in dematerialized form. Members may opt for availing the benefits of electronic holding/transfer of shares held by them.
21. Members should notify the changes in their address immediately to the Transfer Agents/Depository Participants as the case may be, giving full details in block letters with Pin Code and Post Office along with address proof and photo identity proof.
22. Members described as “Minors” in the address but who have attained majority of age, may get their status in Register of Members updated by producing proof of age in the manner as detailed in clause 24 below.
23. NRI shareholder who is permanently settled in India can change their status from ‘NRI’ to ‘Resident’ by submitting proof of the same and copy of Resident Account opened in the manner as detailed in clause 24 below.
24. In compliance with SEBI circular No. SEBI/ HO/ MIRSD/ MIRSD_RTAMB/ P/ CIR/ 2021/ 655 dated November 03, 2021 on Common and Simplified Norms for processing investor’s service request by RTAs and norms for furnishing PAN, KYC details and Nomination and circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 on Clarifications with respect to Circular dated November 03, 2021 shareholders are requested to Mandatorily furnish of **(a) PAN and KYC details**, **(b) Nomination** (Either, Nomination through Form SH-13 as provided in the Rules 19 (1) of Companies (Shares capital and debenture) Rules, 2014 or ‘Declaration to Opt-out’, as per Form ISR-3), **(c) Contact details** Postal address with PIN, Mobile number, E-mail address **(d) Bank account details** (bank name and branch, bank account number, IFS code) **(e) Specimen signature**. Shareholders may kindly note that the folios wherein any one of the cited document / details are not available on or after April 01, 2023, shall be frozen by the RTA. The securities in the frozen folios shall be a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid b) eligible for any payment including dividend, interest or redemption payment only through electronic mode and an intimation from the RTA to the holder that the aforesaid such payment is due and will be made electronically upon complying with the requirements mentioned above. c) referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. The RTA will be reverting the frozen folios to normal status only upon - a) receipt of all the aforesaid documents / details mentioned above or b) dematerialization of all the securities in such folios. The Bank has sent an intimation in

this regard to all physical shareholders on 30.12.2021. Hence shareholders are requested you to furnish PAN, KYC details, Nomination, contact details, Bank account details and specimen signature if the same is not updated in specified form. The forms are made available in Bank's website at: <https://www.southindianbank.com>>> Investors' Desk>> Shareholder information>> Investor service request form and also in Annual report 2021-22.

25. Members holding shares in physical form are requested to address all their correspondence pertaining to change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to the Registrar and Transfer Agents (RTA) viz. 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 E-mail: helpdesk@btsindia.co.in and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.
26. Since transfer of securities of listed companies in physical mode has been discontinued with effect from, April 01, 2019, except in case of request received for transmission of securities, shares of the Bank are traded on the stock exchanges compulsorily in demat mode and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Bank or Bank's Registrars and Transfer Agents (RTA), M/s BTS Consultancy Services Pvt. Ltd., for assistance, if any, in this regard. Further the legal heir/ nominee has to request for transmission of securities on death of the shareholder in Form Annexure C-ISR-5 and has to get the shares transmitted and dematerialised using the letter of confirmation issued by the company/RTA within 120 days of issue of the letter of confirmation.
27. The shareholders may note that, if the members fail to get the shares dematerialised within 120 days from the date of "Letter of Confirmation" issued by the Bank/ RTA, after processing the modification/ service requests as detailed in para 24 or 26 above, the folio will be transferred to Bank's Suspense Escrow Demat Account after the expiry of 120 days, as per the SEBI guidelines issued in this regard.
28. The Members who are holding shares in demat form and have not yet registered their e-mail IDs, mobile numbers and other KYC Details are requested to register the same with their Depository Participant at the earliest, to enable the Bank to use the same for their contacts and serving documents to them electronically, hereinafter.

29. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
30. Members are eligible to cast vote electronically only if they are holding shares as on the Cut-off date (Tuesday, 05th July, 2022). If any person who is not a member /ceased to be a member as on the cut-off date should treat this notice for information purpose only. The remote e-voting period begins on 08th July, 2022 at 10:00 AM. and ends on 11th July, 2022 at 05:00 PM.
31. Relevant documents referred to in the accompanying Notice of the AGM are available on the website of the Bank for inspection by the Members. The Certificate from the Secretarial Auditors of the Bank confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with respect to the Bank's Employee Stock Option Scheme will be available for inspection through electronic mode on the website of the Bank.
32. **E-Voting:** Pursuant to the provisions of 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 & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and 05th May, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL on the resolutions mentioned in the notice of the 94th Annual General Meeting of the Bank, dated June 07, 2022 (the AGM Notice). E-voting facility to its members holding share in physical or dematerialized form, as on the cut-off date, being Tuesday, 05th July, 2022, to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice (the "Remote e-voting").

33. The instructions for shareholders voting electronically are as under:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE ASUNDER:-

1. The Members can join the AGM in the VC/OAVM mode 30 minutes before and shall not be closed till expiry of 30 minutes after scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration

Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.southindianbank.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The remote e-voting period begins on **08th July, 2022 at 10:00 AM. and ends on 11th July, 2022 at 05:00 PM.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Tuesday, 05th July, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
--	---

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN – 220614006**, relevant for The South Indian Bank Ltd. on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sibagm@sib.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the **EVSN -220614006** of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at sibagm@sib.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at sibagm@sib.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Sri. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

34. The Board of Directors has appointed Sri. P. D. Vincent, Practicing Company Secretary (Managing Partner SVJS & Associates, Company Secretaries) or failing him Sri. Jayan K, 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.
35. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same.
36. The result declared along with the Scrutinizer's Report shall be placed on the Bank's website www.southindianbank.com and on the website of CDSL www.evotingindia.com. immediately. The Bank shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Bank are listed.
37. All communications/correspondence with regard to Equity Shares and dividend may be forwarded to the Share Transfer Agents at the address given below:
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
E-mail: helpdesk@btsindia.co.in

**Statement of Material facts as required under Section 102(1) of the Companies Act, 2013
annexed to and forming part of the Notice dated 07th June, 2022**

Item No 3: Appointment of Joint Statutory Auditors

Although not required the explanatory statement is being given in respect of item No. 3 of the notice.

The Reserve Bank of India vide circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 stipulated that “For Entities with asset size of ₹15,000 Crore and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms [Partnership firms/Limited Liability Partnerships (LLPs)]. All other Entities should appoint a minimum of one audit firm (Partnership firm/LLPs) for conducting statutory audit. It shall be ensured that joint auditors of the Entity do not have any common partners and they are not under the same network of audit firms. Further, the Entity may finalise the work allocation among SCAs/SAs, before the commencement of the statutory audit, in consultation with their SCAs/SAs. The above RBI guidelines, applicable from FY 2021-22 onwards, inter alia mandates that in order to protect the independence of the auditors/audit firms, entities will have to appoint the SCAs/SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Further, Commercial Banks can remove the audit firm during the above period only with the prior approval of the concerned office of RBI (Department of Supervision).

M/s VARMA & VARMA, Chartered Accountants, Kochi (Firm Registration Number 004532S), who have been appointed as Statutory Auditors of the Bank at the AGM held on 17.07.2019 to hold office for a period of 2 years with effect from the Financial Year 2019-20 till (and including) the Financial Year 2020-21 and reappointed during 93rd Annual General Meeting held on 18th August, 2021 will be completing their tenor and retiring after completion of this, the 94th Annual General Meeting of the Bank. Further M/s. CNK & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101961 W/W-100036) will be continuing as Joint Statutory Auditors for their second Year, i.e for Financial year 2022-23, who were appointed as Joint Statutory Auditors of the Bank, at the 93rd Annual General Meeting held on 18th August, 2021.

The Commercial Banks (excluding RRBs) and UCBs will be required to take prior approval of RBI (Department of Supervision) for appointment/reappointment of SCAs/SAs, on an annual basis in terms of the above-mentioned statutory provisions. Thus the Bank has confirmed and applied to RBI for approval of continuing appointment of M/s. CNK & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101961 W/W-100036) as Joint Statutory Auditors for their second Year, i.e for Financial year 2022-23, who were appointed as Joint Statutory Auditors of the Bank, at the 93rd Annual General Meeting held on 18th August, 2021.

With last year's appointment M/s. Varma and Varma, Chartered Accountants are completing three years of continuous association with the Bank and hence are due for a change in accordance with the RBI policy of rotation and resting. Hence Bank has to suggest names of other audit firms for appointment as new joint statutory auditors for the year 2022-23 in their place.

Hence, vide Board resolution No. DBR/SEC/001/2022-23 dated 23rd April, 2022, being the existing Joint Statutory Auditors in the tenure of continuous term of 3 years, M/s. CNK & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101961 W/W-100036), satisfying the eligibility norms laid down by RBI and as confirmed by Chief Financial Officer has been approved and recommended by the Board to RBI to continue as Joint Statutory Auditors of the Bank for the financial year 2022-23. Further the Board of directors has also recommended a panel of two audit firms to be appointed as new JSCA in place of M/s. Varma and Varma, Chartered Accountants, who will be retiring on the conclusion of 94th AGM.

In compliance with the above circular and based on the recommendation of the Board of directors, the RBI vide letter No DOS. CO.RPD. No. S 551/08.21.005/2022- 23 dated May 05, 2022 has approved the continuation of M/s. CNK & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101961 W/W-100036), as Joint Statutory Auditors of the Bank for the Financial Year 2022-23 and this will be their second Year and to appoint M/s. K Venkatachalam Aiyer & Co, Chartered accountants, (Firm Registration No: -004610S) as new Joint statutory auditors for the Financial Year 2022-23 and this will be their first Year.

CNK & Associates LLP is a multi-disciplinary chartered accountancy firm providing a wide spectrum of professional services under one roof across diverse industries. Assembled from diverse backgrounds, their Team comprised of over 450 personnel (including associates) and specializing in their respective service lines, has worked alongside companies of all sizes. Headquartered in Mumbai, India, with branches at Vadodara, Chennai and Bengaluru and associate firms at Ahmedabad & Delhi (together referred to as CNK), they cater to clients across several geographies and service lines. They also have an office at Dubai to cater to clients in the Middle Eastern region. Through their membership of an international association, they have gained exposure to international best practices and have been able to assist clients/businesses across 50+ countries.

K Venkatachalam Aiyer & Co, Chartered Accountants was founded at Thiruvananthapuram in 1960. They are offering a wide array of specialized services including audit and assurance services, tax consulting, financial consulting, management consultancy and advisory work for all sectors. Their practice is built around 17 partners with 7 branches across India. They have offices at Bangalore, Thiruvananthapuram, Kochi, Kottayam, Palakkad, Kollam and New Delhi, headed by an experienced team of professionals. They have been extending service as the Statutory Central Auditors of several Public Sector/ Private Sector Banks, other Public Sector Undertakings and listed companies for more than four decades. They have a portfolio of distinguished clients from varied backgrounds and has its presence in all branches of commerce and industry.

The Board of Directors recommends as approved by shareholders at the 93rd Annual General Meeting held on 18th August 2021, consent is hereby given to continue the engagement of M/s. CNK & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101961 W/W-100036), as Joint Statutory Auditors of the Bank for the financial year 2022-23 (for their second year), being they satisfying the eligibility norms laid down by RBI for the financial year 2022-23 and for appointment of M/s. K Venkatachalam Aiyer & Co, Chartered accountants, (Firm Registration No:-004610S) as new Joint Statutory Auditors of the Bank from the conclusion of 94th Annual General Meeting for a continuous period of three years (i.e. from the financial year 2022-23 till conclusion of Annual General meeting for the financial year 2024-25) as recommended by the Audit committee subject to the firm/LLP satisfying the eligibility norms each year and obtaining Reserve Bank of India's prior approval in this regard, on an annual basis, for the purpose of Statutory Audit, Limited Review, LFAR, Branch audit, Tax Audit under Income Tax Act, 1961 and to issue all certificates as stipulated by the RBI at its appointment letter/circular/notification, certificates required under Companies Act, 2013, SEBI Listing Regulations and reporting on internal financial controls of the Bank's accounts at its head office, branches and other offices, with a total remuneration payable as Audit/ certification fees to M/s. CNK & Associates LLP and M/s. K Venkatachalam Aiyer & Co is fixed at ₹ 2,00,00,000/- (Rupees Two Crore Only) plus GST (including fee for branch audits conducted by them) and out of pocket expenses extra (on actual basis) for the FY 2022-23. Considering the volume of works and man hour involved and such remuneration and expenses thereafter as may be mutually agreed between the Bank and the said Statutory Auditors and as may be further approved by the Board from time to time, 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 RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors, based on review of their profile, experience and specialization in audit of banking and financial service sector.

During Financial year 2021-22 the Bank has paid ₹ 60,00,000/- as statutory central audit and certification fee, as approved by members in 92nd AGM held on 18th August, 2021, and ₹1,20,00,000/- for branch audit fee (as during last year the entire branch audit was centralised and conducted by Joint Statutory Auditors of the Bank). The same is including all certificates as stipulated by the RBI at its appointment letter/circular/notification, certificates required under Companies Act, 2013 and SEBI Listing Regulations, 2015, reporting on internal financial controls of the Bank's accounts at its head office, branches and other offices and issuing certificate(s) specified by the regulators/any other statutory body/body corporates from time to time. Out of Pocket expenses subject to ceiling of 15% of above audit fee excluding GST (on actual basis).

There is no material change in audit fee payable except the addition in the fee due to centralisation of Branch audit and increment proposed by the Audit Committee and Board to the members for approval.

Considering the additional efforts taken by the JSA for centralized audit and current macro-economic factors, the auditors have requested for a hike in the audit fee from the current fee of

₹180.00 Lakhs as detailed above. After multiple level of discussion with Auditors it has been approved by the board, subject to approval of shareholders, to pay a total fee of ₹ 200.00 Lakhs (including Branch audit fee) i.e. 11.11% increase from previous year which is considered to be reasonable considering the present situation and expected asset growth. The same has been placed before the members of the Bank for approval.

The new appointment is in compliance with RBI circular No. DoS. CO. ARG/ SEC. 01/ 08. 91. 001/ 2021-22 dated April 27, 2021.

The Board of Directors recommends passing of the ordinary resolution at Item No. 3 of the accompanying notice.

None of the Directors and Key Managerial Personnel of the Bank and their relatives in any way are concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 3.

Item No. 4: To appoint Sri. Benny P Thomas (DIN: 09448424) as non-executive Director of the Bank

Sri. Benny P Thomas (DIN: 09448424), who has been appointed as Additional non-executive Director of the Bank w.e.f. December 30, 2021 and holds office up to the date of this the 94th Annual General Meeting of the Bank and is eligible for appointment. In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Sri Benny P Thomas for the office of Directors. Sri Benny P Thomas has furnished consent/ declarations for his appointment as required under the Act and the rules thereunder.

The Nomination & Remuneration Committee ('NRC'), in terms of Sections 149, 150, 152, 160 of the Act and SEBI regulations, had assessed the profile of Sri Benny P Thomas and having found him to be 'Fit and Proper' in terms of the Reserve Bank of India's Circular on 'Fit and proper' criteria for directors of banks, recommended his appointment to the Board of Directors.

Sri. Benny P. Thomas, aged 58 years, is a law graduate and enrolled at the Bar in the year 1988. He initiated his practice in the stream of Civil Law and later gained substantial depth in Labour Law providing professional legal services to companies including big Corporates. Sri. Benny P. Thomas's niche expertise in the field has been sought by the Bench in multiple cases as Amicus Curiae and he is sought for his wisdom, pragmatic approach and holistic vision, for providing opinions not only to Corporates but also the Department of Labour, Govt. of Kerala. Sri. Benny P. Thomas is also a passionate educator and is a ready reckoner who is equally sought after for delivering lectures, panel discussions, on the subject for corporate houses across the Country. Sri. Benny P Thomas now heads M/s Thomas & Thomas, a promising and fast growing boutique Law Firm established in 2017 providing services in the streams of Labour Law, Civil Law, Cyber Law, Taxation Law, Alternate Dispute Resolution, Arbitration & Conciliation etc.

The detailed profile and additional information in respect of Sri. Benny P Thomas, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure to this Notice.

The Board of Directors recommends passing of the ordinary resolution at Item No. 4 of the accompanying notice.

Save and except Sri. Benny P Thomas or his relatives, none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 4.

ITEM No 5: To revise the Remuneration Payable to Sri. Murali Ramakrishnan (DIN: 01028298), Managing Director and CEO of the Bank

Sri. Murali Ramakrishnan (DIN: 01028298) has been serving as the Managing Director & CEO ('MD & CEO') of the Bank since October 01, 2020, in accordance with the provisions of the Articles of Association ('AOA') of the Bank, recommendation of Nomination and Remuneration Committee and the Board of Directors and with the approval of the Members of the Bank and the Reserve Bank of India ('RBI'), his current tenure as MD & CEO of the Bank is valid upto September 30, 2023.

Despite the tumultuous market environment due to Covid, under his leadership, The South Indian Bank has made a turnaround and went through an organisational transmission and a structural change and has moved into a right track for achieving consistent sustainable performance and is in the path of turning the Bank to be one among the strongest and healthiest Banks in the system with robust financial results with low NPA levels. Considering, the leadership and strategic direction provided by Sri. Murali Ramakrishnan in driving the growth of the Bank in a complex environment and the overall performance of the Bank, the Board of Directors at their meeting held on June 07, 2022 and as recommended by the Nomination and Remuneration Committee of Board, had approved and recommended to the members to revise the variable pay payable to Sri. Murali Ramakrishnan subject to approval of RBI as stated below.

Variable Pay:

Pay	Existing	Proposed	Remarks
Total variable Pay	102.26% of fixed pay	200% of fixed pay	An Increase to 200 % from the financial year 2021-22 onwards
(a) cash	49.43% of variable pay	49.43% of variable pay	No change
(b) Non cash	50.57% of variable pay	50.57% of variable pay	
Terms of deferment	No change from Resolution as approved by members on 92 nd AGM Held on 29 th September, 2020		

There is no change in other terms and conditions as approved by members at their 92nd AGM held on 29th September, 2020.

The detailed profile and additional information in respect of Sri. Murali Ramakrishnan, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure to this Notice.

The resolution set out in item No. 5 is subject to the approval of Reserve Bank of India and Board is authorised to accept any modifications suggested by Reserve Bank of India without seeking further approval of members.

The Nomination and Remuneration Committee and Board of Directors recommends the resolution in relation to the revising the variable pay of Sri. Murali Ramakrishnan, MD & CEO of the Bank as set out in item No. 05 for approval of the Members by way of an Ordinary Resolution.

Except Sri. Murali Ramakrishnan or his relatives, none of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 05.

Item No 6: To reappoint Sri Salim Gangadharan (DIN: 06796232) as Independent Director of the Bank

Sri Salim Gangadharan (DIN: 06796232), who was appointed as additional Non-Executive Independent Director of the Bank on January 16, 2014 and appointed as Independent Director for a term of five years on 86th Annual General Meeting of the Bank held on 16th day of July, 2014. Further RBI has conveyed their approval for appointment as Chairman for a period of 3 years w.e.f. November 02, 2016 vide Letter No. DBR.Appt.No. 4811/08.51.001/2016-17 dt. October 27, 2016. The Reserve Bank of India vide letter No. DBR Appt. No. 2880/08.51.001/2019-20 dated October 09, 2019 conveyed approval for reappointment of Sri. Salim Gangadharan as part time Non-Executive Chairman of the Bank for a period of three (3) years with effect from November 2, 2019, as recommended by the Board of Directors of the Bank vide Resolution No. DBR/SEC/S-100/19-20 dated July 17, 2019. Sri. Salim Gangadharan has been reclassified as a Director liable to retire by rotation w.e.f. July 11, 2018 at the 90th AGM.

The Reserve Bank of India vide circular No RBI/2021-22/24 DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021 on Guidelines for Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board, it was stipulated that the Chair of the board shall be an independent director. Further as a transition arrangement, RBI has directed that while the instructions shall come into effect from the date of issue of the circular, in order to enable smooth transition to the revised requirements, the Chair of board who is not an independent director on the date of issue of the circular shall be allowed to complete the current term as Chair as already approved by the Reserve Bank of India.

Further as per SEBI (LODR) Regulation, 2015 Regulation 25 (2A). The appointment, reappointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Sri. Salim Gangadharan's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949 and in terms of Section 149(10) of the Companies Act, 2013, whereby an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of up to five years.

Sri Salim Gangadharan (DIN: 06796232) is proposed to be reappointed as Independent director in compliance with the above referred RBI, SEBI Guidelines and Companies Act, 2013.

Based on the performance evaluation of Sri Salim Gangadharan (DIN: 06796232), done by the Nomination and Remuneration Committee and Board of the Bank, the performance was found to be good.

In the opinion of the Board Sri Salim Gangadharan, independent director proposed to be appointed fulfils the conditions specified in the Act, the rules made thereunder and SEBI Regulations and that he is independent of the management.

Further NRC and Board, subject to approval of Reserve Bank of India, has recommended the following terms of appointment for a further period of appointment (upto 01st November, 2023):

The terms and conditions of appointment is as follows:

Sl. N.	Remuneration	Amount
1.	Salary	Honorarium - ₹6,00,000/- p.a (No change proposed)
2.	Sitting fees and other allowances ,if any	Sitting fees for attending the Board and Committee meetings of the Board as applicable to the other Directors of the Bank.
3.	Telephone Allowance	₹30,000/- p.a
	Perquisites	
1.	Use of Bank's car	i. For official purpose - The bank's car will be provided for official purpose. ii. For private purpose - The bank's car will be provided subject to recovery of ₹250/- p.m up to 750 km, beyond which it will be 60% of the rate fixed by the RTA .
2.	Travelling & Halting allowances	As applicable to MD & CEO of the Bank

The Nomination & Remuneration Committee ('NRC') had assessed the profile of Sri. Salim Gangadharan and having found him to be 'Fit and Proper' in terms of the Reserve Bank of India's

Circular on 'Fit and proper' criteria for directors of banks, and after determining his suitability for appointment by undertaking a due diligence process and performance evaluation in terms of Sections 149, 150, 152, 160 read with Schedule IV of the Act and SEBI regulations.

Further proposed capabilities required for the role and the manner in which the proposed person meets such requirements as considered and approved by the Nomination and Remuneration Committee and the Board of Directors are detailed below

Capabilities required for the role	The manner in which the proposed person meets such requirements
Banking: He is proposed to be to be re-appointed as non-executive independent director (as part time chairman).	He is an exemplar scholar having several years of experience in the Reserve Bank of India, Central Bank of Oman, IMF etc. He retired in October, 2013 as principal chief general manager and regional director, RBI, Trivandrum. He has been on Bank Board since January, 2014

The detailed profile and additional information in respect of Sri Salim Gangadharan, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure to this Notice.

The Board of Directors recommends passing of the special resolution at Item No. 6 of the accompanying notice.

Save and except Sri Salim Gangadharan or his relatives, none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 6.

Item No 7: To re-appoint Sri V.J. Kurian, (DIN: 01806859) as Independent Director of the Bank.

Sri V.J. Kurian, (DIN: 01806859), who was appointed by the Board of Directors on March 23, 2018 and appointed by Shareholders at the 90th AGM held on July 11, 2018 for a period of 5 years, and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of director of the Bank, for a second term as 'Non-Executive Independent Director' of the Bank, for the purpose of Section 149 of the Companies Act, 2013, to hold office for a period not exceeding five consecutive years or to such period as may be approved by Reserve Bank of India / under the provisions of Banking Regulation Act, 1949, not liable to retire by rotation, provided the period of reappointment as independent director shall not exceed 5 years.

The Nomination & Remuneration Committee ('NRC') had assessed the profile of Sri V.J. Kurian, and having found him to be 'Fit and Proper' in terms of the Reserve Bank of India's Circular on

‘Fit and proper’ criteria for directors of banks, and after determining his suitability for appointment by undertaking a due diligence process and performance evaluation in terms of Sections 149, 150, 152, 160 read with Schedule IV of the Act and SEBI regulations.

Based on the performance evaluation of Sri V.J. Kurian, (DIN: 01806859), done by the Nomination and Remuneration Committee and Board of the Bank, the performance was found to be good.

In the opinion of the Board, Sri. V.J. Kurian, independent director proposed to be appointed fulfils the conditions specified in the Act, the rules made thereunder and SEBI Regulations and that he is independent of the management.

Further proposed capabilities required for the role and the manner in which the proposed person meets such requirements as considered and approved by the Nomination and Remuneration Committee and the Board of Directors are detailed below

Capabilities required for the role	The manner in which the proposed person meets such requirements
<p>skills and capabilities required: Economics Business Management, Agriculture and rural economy.</p> <p>He is proposed to be re-appointed as non-executive independent director</p>	<p>He retired from Indian Administrative Services (IAS) of 1983 batch in Kerala cadre as Additional Chief Secretary, Water Resources. During the tenure of services, Sri Kurian held positions of Managing director in various companies for a total period of 23 years.</p> <p>Sri Kurian has served as the Managing director of Cochin International Airport Ltd. and was Director of CIAL Infrastructure Limited, CIAL Duty free and Retail Services Limited, Air Kerala International Services Limited, Cochin International Aviation Services Limited, Kerala Waterways Infrastructures Limited and Kerala Infrastructure Fund Management Limited. He was also director of Kerala Irrigation Infrastructure Development Corporation Limited, Flavourit Spices Trading Limited, Kochi Metro Rail Limited, Kannur International Airport Limited, Cochin Smart Mission Limited.</p> <p>Now, he is engaged in agricultural activity on a full time basis after his retirement from CIAL as Managing Director in June, 2021. During his service period also, he used to engage in farming, in about 10 acres of agricultural land inherited to him. His experience as Director of the Kerala Irrigation Infrastructure Development Corporation Limited and as Chairman of Spices Board, Ministry of Commerce & Industry, Government of India helped him to learn more about the agricultural activity.</p>

The detailed profile and additional information in respect of Sri V.J. Kurian, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure to this Notice.

The Board of Directors recommends passing of the Special resolution at Item No. 7 of the accompanying notice.

Save and except Sri V.J. Kurian or his relatives, none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 7.

Item No 8: To appoint Sri. Pradeep M Godbole (DIN: 08259944) as Independent Director of the Bank.

Sri. Pradeep M Godbole (DIN: 08259944), who was appointed as Additional Director of the Bank w.e.f. March 26, 2019 pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and appointed in the 91st Annual General Meeting held on July 17, 2019 as Non-Executive Non-Independent Director who is liable to retire by rotation under Section 152 of Companies Act, 2013. As per suggestions in Gopalakrishna Committee Report on IT, the Chairman of the IT strategy Committee was suggested to be an Independent Director. Hence, Sri. Pradeep M Godbole, being an expert professional IT specialist is proposed to be reclassified and proposed to be appointed as Independent Director of the Bank to hold office for a period not exceeding five consecutive years or to such period as may be approved by Reserve Bank of India / under the provisions of Banking Regulation Act, 1949, provided the period of appointment as independent director shall not exceed 5 years.

The Nomination & Remuneration Committee ('NRC') had assessed the profile of Sri. Pradeep M Godbole and having found him to be 'Fit and Proper' in terms of the Reserve Bank of India's Circular on 'Fit and proper' criteria for directors of banks, and after determining his suitability for appointment by undertaking a due diligence process and performance evaluation in terms of Sections 149, 150, 152, 160 read with Schedule IV of the Act and SEBI regulations.

Based on the performance evaluation of Sri. Pradeep M Godbole (DIN: 08259944), done by the Nomination and Remuneration Committee and Board of the Bank, the performance was found to be good.

In the opinion of the Board, Sri. Pradeep M Godbole, independent director proposed to be appointed fulfils the conditions specified in the Act, the rules made thereunder and SEBI Regulations and that he is independent of the management

Further proposed capabilities required for the role and the manner in which the proposed person meets such requirements as considered and approved by the Nomination and Remuneration Committee and the Board of Directors are detailed below

Capabilities required for the role	The manner in which the proposed person meets such requirements
skills and capabilities required: IT and Payment & Settlement systems He is proposed to be appointed as non-executive independent director.	He is a Chartered Accountant with 30+ years of Banking, Technology, Consulting, Auditing and Management Experience. He has held senior Management positions at reputed Organization – Big 4 consulting firm like Ernst & Young: IT organization like Oracle Financial Services Software (OFSS) & Wipro. He is currently working on capability building initiatives and is a guest faculty at The Institute of Chartered Accountants of India(ICAI).

The detailed profile and additional information in respect of Sri. Pradeep M Godbole, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure to this Notice.

The Board of Directors recommends passing of the Special resolution at Item No. 8 of the accompanying notice.

Save and except Sri. Pradeep M Godbole or his relatives, none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 8.

Item No 9: To appoint Smt. Radha Unni (DIN: 03242769) as Independent Director of the Bank

Smt. Radha Unni (DIN: 03242769), who was appointed as Additional Independent Director of the Bank w.e.f. November 30, 2021 and holds office up to the date of this Annual General Meeting of the Bank and is eligible for appointment as Independent Director

Further as per RBI guidelines the upper age limit for Non-Executive Directors, including the Chair of the board, shall be 75 years and after attaining the age of 75 years no person can continue in these positions. Hence, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors is proposing her appointment as Independent Director for up to December 03, 2023, before attaining the age of 75 years.

The Nomination & Remuneration Committee ('NRC') had assessed the profile of Smt. Radha Unni and having found her to be 'Fit and Proper' in terms of the Reserve Bank of India's Circular on 'Fit and proper' criteria for directors of banks, and after determining her suitability for appointment by undertaking a due diligence process and performance evaluation in terms of Sections 149, 150, 152, 160 read with Schedule IV of the Act and SEBI regulations.

Based on the performance evaluation of Smt. Radha Unni (DIN: 03242769), done by the Nomination and Remuneration Committee and Board of the Bank, the performance was found to be good.

In the opinion of the Board, Smt. Radha Unni, independent director proposed to be appointed fulfils the conditions specified in the Act, the rules made thereunder and SEBI Regulations and that she is independent of the management.

Further proposed capabilities required for the role and the manner in which the proposed person meets such requirements as considered and approved by the Nomination and Remuneration Committee and the Board of Directors are detailed below

Capabilities required for the role	The manner in which the proposed person meets such requirements
skills and capabilities required: Finance, Banking and Human Resource She is proposed to be appointed as non-executive independent director	Smt. Radha Unni's Career in Banking spanning over 36 years during which served all over India and she Retired as the Chief General Manager, State Bank of India, Kerala Circle in December, 2008 During the tenure in SBI, she has held assignments in all aspects of banking with specialization in Corporate Credit and Project Appraisal of Small and Medium Enterprises Other assignments include: <ul style="list-style-type: none"> • Risk Management at the Corporate Centre of SBI, Mumbai • Non-Performing Asset(NPA) management • Business Process Re-engineering Programme of SBI • Transformational Change Management • Capital market operations with the SBI Capital Markets Ltd. After retirement from SBI, she was engaged by the Bank in Management Audit and recruitment of its officers.

The detailed profile and additional information in respect of Smt. Radha Unni pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure to this Notice.

The Board of Directors recommends passing of the Special resolution at Item No. 9 of the accompanying notice.

Save and except Smt. Radha Unni or her relatives, none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 9.

Item No. 10: Raising of Tier I capital of the Bank through issuance of Securities

The present authorized capital of the Bank is ₹400.00 crore and the Issued and Paid-up Capital of the Bank as on March 31, 2022 is ₹ 209,27,41,018 /- divided in to 209,27,41,018 Equity shares of ₹1/- each. The Bank has implemented SIB Employees Stock Option Scheme ("SIB ESOS 2008) the granted ESOS options (till date) when fully exercised would increase the issued, subscribed and paid-up capital to ₹ 2,094,146,061.00 /- divided into 2,094,146,061 Equity shares of ₹. 1/- each. The Bank's capital to Risk Weighted Assets Ratio (CRAR) as on March 31, 2022 stood at 15.86 under Basel III as against the regulatory requirement of 11.50.

A banking company requires adequate capital not only to meet the needs of growing business, but also to meet the applicable regulatory requirements. As business grows, capital requires to be augmented. The objective of every commercial enterprise is to grow. Added to the economic and regulatory factors, innovative technological banking methods are to be introduced and such methods to be not only updated, but also have to be upgraded from time to time.

Even though the Bank has proposed to raise additional capital aggregating up to ₹2,000 Crore during 93rd AGM held on 18th August, 2021, due to adverse market situation the Bank has not raised the same.

The Bank expects to continue its robust growth trajectory in medium to long-term. Availability of adequate capital is one of the key requirements for achieving this feat. Apart from augmenting lending capabilities for the Bank, higher capital requirement is also necessitated to comply with BASEL III capital requirements, funding investments in Infrastructure and Technology to expand reach, enhance customer experience and augmenting processes and controls. As a proactive move to leverage the available business opportunities and for maintaining appropriate regulatory capitalization levels, the Bank proposes to raise additional capital aggregating up to ₹ 2,000.00 Crore (Rupees Two Thousand Crore only) or its equivalent amount in such foreign currencies as may be necessary, inclusive of any premium, by way of placement of Securities or a combination thereof to Qualified Institutional Buyers through Qualified Institutions Placement (QIP) and/ or private placement in international markets through ADRs/ GDRs or foreign currency convertible bonds or issue of fully convertible debentures/partly convertible debentures, and/or any other financial instruments or securities convertible into Equity Shares with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency or a Further Public Offer ("FPO") or rights issue or any other methods. The issue of securities may be consummated in one or more tranches at such mode, at such time or times, at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, merchant bankers, underwriters and such other authority or authorities as

may be necessary and subject, to, as applicable, the ICDR Regulations, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, and other applicable guidelines, notifications, rules and regulations, each as amended.

The Board may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Bank.

Basis or Justification of Price: The pricing of securities will depend on the route of raising equity capital, wherever applicable, and it shall be calculated in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations. The Bank may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated for QIP, determined pursuant to the SEBI ICDR Regulations or such other discount as may be permitted under applicable law. The ‘Relevant Date’ for this purpose will be the date when the Board or the Committee of the Board decides to open the qualified institutions placement for subscription or the date as specified under SEBI ICDR Regulation.

The Equity Shares allotted would be listed on one or more stock exchanges in India and in case of ADR/GDR, internationally. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures/intimation will be made to the stock exchanges as may be required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and other applicable laws.

The resolution is proposed to be passed as a special resolution pursuant to Section 23, 41, 42,62(1)(c) and other applicable provisions of the Companies Act, 2013.

Section 62(1) (a) of the Companies Act, 2013, provides, inter-alia, that where it is proposed to increase the subscribed share capital of the Bank by issue and allotment of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of the equity shares of the Bank, in proportion to the capital paid-up on those shares as of that date. Such issue is generally known as the rights issue. The Listing Regulations also stipulate that unless the shareholders in a general meeting decide by way of a special resolution, shares cannot be issued except by way of a rights issue. Since, the special resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Bank to persons other than shareholders of the Bank, consent of the shareholders is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the

Ministry of Corporate Affairs and in terms of the provisions of the Listing Agreements executed by the Bank with the stock exchanges where the equity shares of the Bank are listed.

The special resolution under this item seeks the consent of the shareholders to make an issue of securities. The proposal also seeks to confer upon the Board at its absolute discretion to offer, issue and allot Securities or combination thereof in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or to the investors who may or may not be the existing members of the Bank or otherwise as the Board in its absolute discretion deem fit. The Board will fix the detailed terms of the final size of the offering, mode, exact timing, pricing of the issue and other related aspects after careful analysis and in consultation with the merchant/investment bankers, book runners and/or lead manager(s) and/or underwriter(s) and/or advisor(s) and/or such other person(s), keeping in view of the prevailing market conditions and in line with the extant guidelines issued by SEBI, RBI or any other statutory and/or other regulatory authorities.

The proposed offer is in the interests of the Company and the Directors recommend the passing of the Special Resolution, as set forth in Item No.10 of this Notice for approval by the Members of the Bank.

The Board of Directors recommends passing of the Special resolution at Item No. 10 of the accompanying notice.

The Directors, Key Managerial Personnel of the Bank and their respective relatives may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are director or member.

Save as aforesaid, none of the Directors and Key Managerial Personnel of the Bank and their relatives in any way are concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 10.

Item No 11: Raising of funds by issue of bonds/ debentures/ securities on private placement basis

The Bank has been borrowing funds to meet the business requirements within the limits approved by the shareholders by way of issuance of various debt securities (bonds/debentures) as permitted by Reserve Bank of India (“RBI”) and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and other applicable laws, from time to time.

In terms of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a special resolution, for each of the offers or invitations/subscriptions. In case of offer or invitation for subscription of non-convertible debentures, it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitation for subscription of such debentures during the year.

Accordingly, the Bank had obtained the approval of Members at the AGM held on 18th August, 2021 for borrowing/raising funds by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, up to ₹ 500.00 Crore (Rupees Five Hundred Crore only), in one or more tranches. However, the Bank has not raised any Debt Capital during the financial year 2021-22.

In order to facilitate the raising of funds by way of issue of debt securities, it would be necessary to have the fresh approval of members in place. Accordingly, the Board of Directors, after assessing its fund requirements, has proposed to obtain the consent of the Members of the Bank for borrowing/raising funds in Indian/foreign currency by issue of debt securities including but not limited to non-convertible debentures, bonds, etc., pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, up to ₹ 500.00 Crore (Rupees Five Hundred Crore only), in one or more tranches in domestic and/or overseas market, as per the structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors on private placement basis, on such terms and conditions as the Board of Directors or any Committee(s) thereof or such other persons as may be authorized by the Board, from time to time, determine and consider proper and appropriate for the Bank. This would form part of the overall borrowing limits under Section 180(1)(c) of the Companies Act, 2013. The Resolution under Section 42 of Companies Act, 2013 shall be valid for a period of one year from the date of passing of this resolution.

The pricing of the debt securities referred above depends on various factors which may include prevailing risk free rates, competitor rates of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and prevailing investor regulations. Further, debt securities may be issued either at par/premium to the face value depending upon the prevailing market conditions, as permitted by the relevant applicable regulations.

Accordingly, the approval of Members is being sought by way of special resolution as set out at in Item No. 11 of this Notice for borrowing/raising funds in Indian/foreign currency by issue of debt securities on private placement basis.

Your Board recommends the Special Resolution, as set forth in Item No.11 of this Notice for approval by the Members of the Bank.

None of the Directors and Key Managerial Personnel of the Bank and their relatives in any way are concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 11.

Memorandum of Interest:

The Directors who seek the appointment/ reappointment/change in terms of appointment may be deemed to be interested in the respective resolutions.

Place : Thrissur
Date: June 07, 2022

By order of the Board
Sd/-
(JIMMY MATHEW)
COMPANY SECRETARY

Annexure

Additional information on Director seeking appointment/ re-appointment/ change in terms of appointment in the Annual General Meeting scheduled to be held on July 12, 2022 as required under SEBI (Listing Obligations and Disclosure Requirements) and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

1. Sri. Paul Antony

Name of the Director	Sri. Paul Antony (DIN 02239492)
Date of Birth and age	June 27, 1958 Age: 63 years
Date of first appointment on Board	September 29, 2020
Qualifications	B.A.(Economics) from Loyola College, Chennai M.A.(Economics) from Delhi School of Economics Masters' in Public Economic Management from Birmingham University, UK. Indian Administrative Service (IAS)
Brief Resume including Experience	Sri. Paul Antony is a member of the Indian Administrative Service, 1983 Batch, Kerala cadre. Empaneled as Secretary to Government of India. In addition to the above he has worked with various Govt. undertakings. He had exposure to diverse sectors in the State and Central Governments, such as industries promotion, export promotion, infrastructure development including in the Ports and Power Sector, taxation, public distribution system, and development of the weaker sections. He has worked in large organisations like SUPPLYCO, Cochin Port Trust and KSEB Ltd apart from heading major Government Departments and companies like the Industries Department and the Commercial Taxes Department. Presently he is also acting as Director (Chairman) of Kerala State Industrial Development Corporation Limited (KSIDC) and Kerala Lifesciences Industries Parks Private Limited. Further he is also Independent External Monitor of Goa Shipyard Ltd.
Nature of his expertise in specific functional area	His area of expertise include industries promotion, export promotion, small scale industries, Infrastructure development including in the ports and power sector, taxation, public distribution system, and development of the weaker sections.
Directorship in other Companies	1. Kerala State Industrial Development Corporation Ltd 2. Kerala Lifesciences Industries Parks Private Limited
Directorship in listed entities from which director has resigned in the past three years	Nil
Membership of Committees in Public Limited Companies	Nil
Shareholding in the Bank as on (cut-off date)	10,470 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Details of the remuneration last drawn	Sitting fee – ₹ 18,40,000/- for attending Board and committee meetings.
Number of Meetings of the Board attended during the year	12 Meetings

Chairman/member of the Committee of the Board of Directors of this Company	Board- Member NPA Review Committee – Chairman Management Committee – Member Premises Committee – Member Customer Services Committee – Member IT Strategy Committee – Member
Details of the skills and capabilities required for the role and the manner in which the proposed person meets such requirements (for Independent Directors)	NA
Terms and conditions of appointment/ reappointment including remuneration	Appointed as non-executive Director of the Bank liable to retire by rotation. He is eligible for sitting fees for attending the Board and its Committee Meetings as approved by the Board subject to the provisions of the applicable laws.

2. Sri. Benny P Thomas

Name of the Director	Sri. Benny P Thomas (DIN: 09448424)
Date of Birth and age	May 09, 1964, Age: 58 years
Date of first appointment on Board	December 30, 2021
Qualifications	B Com., LLB
Brief Resume including Experience	Sri. Benny P Thomas has started his career as a lawyer and enrolled at the Bar in the year 1988. He initiated his practice in the stream of Civil Law and later gained Substantial depth in Labour law providing professional legal services to companies including big corporates. He now heads M/s Thomas & Thomas, a promising and fast growing boutique Law Firm established in 2017 providing services in the streams of Labour Law, Civil Law, Cyber Law, Taxation Law, Alternate Dispute Resolution, Arbitration & Conciliation etc.,
Nature of his expertise in specific functional area	He is Expertise in Company Law, Insurance Law, Property Law, Labour Law, Civil Law, Cyber Law, Taxation Law, Alternate Dispute Resolution, Arbitration & Conciliation
Directorship in other Companies	Nil
Directorship in listed entities from which director has resigned in the past three years	Nil
Membership of Committees in Public Limited Companies	Nil
Shareholding in the Bank as on (cut-off date)	2,500 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
Details of the remuneration last drawn	Sitting fee – ₹ 4,00,000/- for attending Board and committee meetings
Number of Meetings of the Board attended during the year	4 meetings
Chairman/member of the Committee of the Board of Directors of this Company	Premises Committee –Chairman Board- Member NPA Review Committee – Member Stake Holders Relationship Committee – Member Corporate Social Responsibility Committee – Member

Details of the skills and capabilities required for the role and the manner in which the proposed person meets such requirements (for Independent Directors)	NA
Terms and conditions of appointment/reappointment including remuneration	Appointed as additional non-executive Director of the Bank. He is eligible for sitting fees for attending the Board and its Committee Meetings as approved by the Board subject to the provisions of the applicable laws. Proposed to be appointed as non-executive Director as detailed in notice and explanatory statement.

3. Sri. Murali Ramakrishnan

Name of the Director	Sri. Murali Ramakrishnan (DIN: 01028298)
Date of Birth and age	May 19, 1962 Age: 60 Years
Date of first appointment on Board	October 01, 2020
Qualifications	B. TECH (CHEMICAL ENGINEERING): PGDM (IIM BANGALORE) - FINANCE & MARKETING
Brief Resume including Experience	<p>Sri. Murali Ramakrishnan (DIN: 01028298), aged 60 years, is an Engineering Graduate (B.Tech- Chemical Engineering) and holds Post Graduate Diploma in Finance and Marketing from IIM – Bangalore. He has a work Experience of over 34 years. He retired from ICICI Bank as Senior General Manager at Strategic Project Group on May 30, 2020 and joined the Bank as an Advisor on July 1, 2020 and further appointed as MD & CEO w.e.f. October, 01, 2020 for a period of three years.</p> <p>During his tenure at ICICI Bank, in the last assignment he was heading a business transformation project of SME business. Sri. Murali Ramakrishnan was the Chief Executive Hong Kong and Regional Head - North Asia, Sri Lanka, Middle East and Africa. (March 2012 to August 2016) (Senior General Manager grade). As Head of the region, he was responsible for the entire operations of the Bank in the locations, managing a large balance sheet of around USD 20 Billion, contributing to more than 60% of profits of International Business group of ICICI Bank. Apart from being the Chief Executive of Hong Kong branch, he was also responsible for strategizing businesses and ensuring that the deliverables are met for the region, which included branches in China, Sri Lanka, Dubai, Bahrain, Qatar and South Africa. During May 2009 to March 2012, he was heading Credit Risk, managing Credit Risk for the domestic operations of the Bank (General Manager). During May 2006 to May 2009, he was Head Risk, Policy and BIU for Retail and SME businesses of the Bank. During April 2004 - April 2006, he was Group Business Head, heading three businesses viz. Construction Equipment Finance Business (CE), Professional Equipment Finance Business (PE) and Cluster Banking Group-SME. During April 2002 to April 2004, he was heading CE and Professional</p>

	<p>Equipment Finance Businesses. During Aug 1999 to April 2002, he had conceived, started Commercial Vehicle finance business and Construction Equipment (CE) Finance business for ICICI Bank Ltd.</p> <p>He had taken part as Moderator, Speaker and Panel member in several International forums and domestic seminars and had taken special sessions in Credit Risk in reputed Management Institutes. He had attended various national and international level Leadership, Management and Risk Management programs.</p>																						
Nature of his expertise in specific functional area	<p>Sri. Murali Ramakrishnan has a work Experience of over 34 years and of which over 20 years varied experience in Banking Industry. He retired from ICICI Bank as Senior General Manager at Strategic Project Group on May 30, 2020.</p> <p>Sri. Murali Ramakrishnan has handled the entire banking operations, managing over USD 20 Billion in a complex International geography spreading across continents - akin to heading a large sized bank in India. He has varied experience in the entire banking industry – almost all facets of banking businesses both in domestic and international markets viz. Retail, SME, Corporate, Project Finance, International Business, Risk, Policy, BIU etc. apart from handling 8 regulators across various markets in Asia, MENA. He had represented the bank in the board of CIBIL, in the Risk advisory board of VISA for Asia Pacific. Before joining the ICICI Bank Ltd., he has also worked for GE Capital TFS Ltd., SRF Finance Ltd, Spartek Emerging Fund and Canbank Venture Capital fund and Spic Ltd.</p>																						
Directorship in other Companies	SIB Operations and Services Ltd																						
Directorship in listed entities from which director has resigned in the past three years	Nil																						
Membership of Committees in Public Limited Companies	Nil																						
Shareholding in the Bank as on (cut-off date)	Nil																						
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil																						
Details of the remuneration last drawn	<table border="1"> <thead> <tr> <th>PARTICULARS</th> <th>AMOUNT (₹)</th> </tr> </thead> <tbody> <tr> <td>Salary (Fixed Pay)</td> <td>1,36,20,000/-</td> </tr> <tr> <td>HRA</td> <td>9,00,000/-</td> </tr> <tr> <td>PF Bank Contribution</td> <td>13,62,000/-</td> </tr> <tr> <td>LFC (for 2 Years)</td> <td>4,00,000/-</td> </tr> <tr> <td>Entertainment Allowance</td> <td>2,57,720/-</td> </tr> <tr> <td>Total Fixed Pay (A)</td> <td>1,65,39,720/-</td> </tr> <tr> <td>Variable Pay (cash)</td> <td>13,13,273/-</td> </tr> <tr> <td>Non Cash Variable pay (ESOS) granted during the FY 2021-22</td> <td>NIL</td> </tr> <tr> <td>Total Variable Pay (B)</td> <td>13,13,273/-</td> </tr> <tr> <td>Total Remuneration (A)+(B)</td> <td>1,78,52,993/-</td> </tr> </tbody> </table>	PARTICULARS	AMOUNT (₹)	Salary (Fixed Pay)	1,36,20,000/-	HRA	9,00,000/-	PF Bank Contribution	13,62,000/-	LFC (for 2 Years)	4,00,000/-	Entertainment Allowance	2,57,720/-	Total Fixed Pay (A)	1,65,39,720/-	Variable Pay (cash)	13,13,273/-	Non Cash Variable pay (ESOS) granted during the FY 2021-22	NIL	Total Variable Pay (B)	13,13,273/-	Total Remuneration (A)+(B)	1,78,52,993/-
PARTICULARS	AMOUNT (₹)																						
Salary (Fixed Pay)	1,36,20,000/-																						
HRA	9,00,000/-																						
PF Bank Contribution	13,62,000/-																						
LFC (for 2 Years)	4,00,000/-																						
Entertainment Allowance	2,57,720/-																						
Total Fixed Pay (A)	1,65,39,720/-																						
Variable Pay (cash)	13,13,273/-																						
Non Cash Variable pay (ESOS) granted during the FY 2021-22	NIL																						
Total Variable Pay (B)	13,13,273/-																						
Total Remuneration (A)+(B)	1,78,52,993/-																						

Number of Meetings of the Board attended during the year	12 meetings
Chairman/member of the Committee of the Board of Directors of this Company	Special Committee for Monitoring and Follow up of Frauds – Chairman Board – member Management Committee – Member Capital Planning and Infusion Committee - Member Risk Management Committee- Member IT Strategy Committee – Member Stakeholders Relationship Committee – Chairman Corporate Social Responsibility Committee – Member Premises Committee –Member NPA Review Committee – Member Customer Services Committee – Member
Details of the skills and capabilities required for the role and the manner in which the proposed person meets such requirements (for Independent Directors)	NA
Terms and conditions of appointment/reappointment including remuneration	As per terms of appointment as MD & CEO approved by members on 92 nd Annual General Meeting for a period of three years w.e.f. 01 st October, 2020. The Board of directors has proposed to revise the remuneration (variable pay) payable to Sri. Murali Ramakrishnan and the same is recommended and placed before members at this, the 94 th Annual General Meeting for approval.

4. Sri. Salim Gangadharan

Name of the Director	Sri. Salim Gangadharan (DIN 06796232)
Date of Birth and age	October 13, 1953 Age: 68 years
Date of first appointment on Board	January 16, 2014
Qualifications	Master's degree in Arts and a certified associate of the Indian Institute of Banking and Finance, Executive Development Programme from Kellogg Business School, USA.
Brief Resume including Experience	Sri. Salim Gangadharan is an exemplary scholar holding a Master's Degree in Economics from The University of Kerala. He is also a certified associate of the Indian Institute of Bankers. He has several years of Experience in the Reserve Bank of India. He retired in October, 2013 as Principal Chief General Manager and Regional Director, RBI-Trivandrum. He is also a director in NSE Clearing Limited and Kerala Infrastructure Investment Fund Board.
Nature of his expertise in specific functional area	He has exposure and sufficient expertise in financial regulation and supervision of banks and external sector
Directorship in other Companies	NSE Clearing Limited
Directorship in listed entities from which director has resigned in the past three years	Nil
Membership of Committees in Public	NSE Clearing Ltd.- Audit Committee Member

Limited Companies	
Shareholding in the Bank as on (cut-off date)	20,000 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
Details of the remuneration last drawn	₹ 6,00,000/- has been paid as honorarium from April 01, 2021 to March 31, 2022. Sitting fee – ₹25,20,000/- for attending Board and committee meetings.
Number of Meetings of the Board attended during the year	12 meetings
Chairman/member of the Committee of the Board of Directors of this Company	Board – Chairman Management Committee – Chairman Capital Planning and Infusion Committee - Chairman Nomination and Remuneration Committee - Member Risk Management Committee- Member Special Committee for Monitoring and Follow up of Frauds – Member IT Strategy Committee – Member
Details of the skills and capabilities required for the role	skills and capabilities required: Banking He is proposed to be continued to be reappointed as non-executive independent director (as part time chairman).
and the manner in which the proposed person meets such requirements (for Independent Directors)	He has several years of experience in the Reserve Bank of India, Central Bank of Oman, IMF etc. He retired in October, 2013 as principal chief general manager and regional director, RBI, Trivandrum. He has been on Bank Board since January, 2014
Terms and conditions of appointment/reappointment including remuneration	Appointed as Non-Executive Director (as Part Time Chairman) of the Bank. He is eligible for an honorarium of ₹ 50,000 per month as approved by RBI. Further he is also eligible for sitting fees for attending the Board and its Committee Meetings as approved by the Board subject to the provisions of the applicable laws. Proposed to be re-appointed as Independent Director as detailed in notice and explanatory statement.

5. Sri. V. J. Kurian

Name of the Director	Sri. V. J. Kurian (DIN 01806859)
Date of Birth and age	February 23, 1957 Age: 65 years
Date of first appointment on Board	March 23, 2018
Qualifications	MA(Economics), Indian Administrative Services (IAS)
Brief Resume including Experience	Sri. V. J. Kurian has retired from Indian Administrative Services (IAS) of 1983 batch in Kerala cadre as Additional Chief Secretary, Water Resources. During the tenure of services, Sri Kurian held positions of Managing director in various companies for a total period of 23 years.
Nature of his expertise in specific functional area	Previously Sri. Kurian served as the Managing director of Cochin International Airport Ltd. and was Director of CIAL Infrastructure Limited, CIAL Duty free and Retail Services Limited, Air Kerala

	<p>International Services Limited, Cochin International Aviation Services Limited, Kerala Waterways Infrastructures Limited and Kerala Infrastructure Fund Management Limited. He was also director of Kerala Irrigation Infrastructure Development Corporation Limited, Flavourit Spices Trading Limited, Kochi Metro Rail Limited, Kannur International Airport Limited, Cochin Smart Mission Limited.</p> <p>Presently he is engaged in agricultural activity on a full time basis after his retirement from CIAL as Managing Director in June, 2021. During his service period also, he used to engage in farming, in about 10 acres of agricultural land inherited by him. His experience as Director of the Kerala Irrigation Infrastructure Development Corporation Limited and as Chairman of Spices Board, Ministry of Commerce & Industry, Government of India helped him to learn more about the agricultural activity.</p>
Directorship in other Companies	Nil
Directorship in listed entities from which director has resigned in the past three years	Nil
Membership of Committees in Public Limited Companies	Nil
Shareholding in the Bank as on (cut-off date)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
Details of the remuneration last drawn	Sitting fee – ₹ 24,40,000/- for attending Board and committee meetings
Number of Meetings of the Board attended during the year	12 Meetings
Chairman/member of the Committee of the Board of Directors of this Company	<p>Nomination and Remuneration Committee – Chairman</p> <p>Stake holders Relationship Committee – Chairman</p> <p>Board- Member</p> <p>Risk Management Committee – Member</p> <p>Premises Committee – Member</p> <p>Corporate Social Responsibility Committee – Member</p> <p>Capital Planning and Infusion Committee - Member</p>
<p>Details of the skills and capabilities required for the role and</p> <p>the manner in which the proposed person meets such requirements (for Independent Directors)</p>	<p>skills and capabilities required: Economics Business Management, Agriculture and rural economy.</p> <p>He is proposed to be reappointed as non-executive independent director.</p> <p>He retired from Indian Administrative Services (IAS) of 1983 batch in Kerala cadre as Additional Chief Secretary, Water Resources. During the tenure of services, Sri Kurian held positions of Managing director in various companies for a total period of 23 years.</p> <p>Previously Sri Kurian served as the Managing director of Cochin International Airport Ltd. and was Director of CIAL Infrastructure Limited, CIAL Duty free and Retail Services Limited, Air Kerala International</p>

	<p>Services Limited, Cochin International Aviation Services Limited, Kerala Waterways Infrastructures Limited and Kerala Infrastructure Fund Management Limited. He was also director of Kerala Irrigation Infrastructure Development Corporation Limited, Flavourit Spices Trading Limited, Kochi Metro Rail Limited, Kannur International Airport Limited, Cochin Smart Mission Limited.</p> <p>Presently he is engaged in agricultural activity on a full time basis after his retirement from CIAL as Managing Director in June, 2021. During his service period also, he used to engage in farming, in about 10 acres of agricultural land inherited by him. His experience as Director of the Kerala Irrigation Infrastructure Development Corporation Limited and as Chairman of Spices Board, Ministry of Commerce & Industry, Government of India helped him to learn more about the agricultural activity.</p>
Terms and conditions of appointment/reappointment including remuneration	<p>Appointed as Independent Director of the Bank. He is eligible for sitting fees for attending the Board and its Committee Meetings as approved by the Board subject to the provisions of the applicable laws. Proposed to be re-appointed as Independent Director as detailed in notice and explanatory statement.</p>

6. Sri. Pradeep M Godbole

Name of the Director	Sri. Pradeep M Godbole (DIN: 08259944)
Date of Birth and age	October 04, 1964 Age: 57 years
Date of first appointment on Board	March 26, 2019
Qualifications	B.Com., ACA
Brief Resume including Experience	Sri. Pradeep M Godbole is a Chartered Accountant with 30+ years of Banking, Technology, Consulting, Auditing and Management Experience. He has held senior Management positions at reputed Organization – Big 4 consulting firm like Ernst & Young: IT organization like Oracle Financial Services Software (OFSS) & Wipro. He is currently working on capability building initiatives and is a guest faculty at The Institute of Chartered Accountants of India(ICAI).
Nature of his expertise in specific functional area	Accounting, IT and Payment & Settlement System
Directorship in other Companies	<ol style="list-style-type: none"> 1. Belief Impex Private Limited 2. Riskintellect Solutions Private Limited 3. Risk and Compliance Professionals Association
Directorship in listed entities from which director has resigned in the past three years	Nil
Membership of Committees in Public Limited Companies	Nil
Shareholding in the Bank as on (cut-off date)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil

Details of the remuneration last drawn	Sitting fee – ₹ 20,80,000/- for attending Board and committee meetings
Number of Meetings of the Board attended during the year	12 meetings
Chairman/member of the Committee of the Board of Directors of this Company	IT Strategy Committee - Chairman Board- Member Audit Committee – Member Management Committee – Member Customer Services Committee – Member
Details of the skills and capabilities required for the role and the manner in which the proposed person meets such requirements (for Independent Directors)	skills and capabilities required: IT and Payment & Settlement systems. He is proposed to be appointed as non-executive independent director He is a Chartered Accountant with 30+ years of Banking, Technology, Consulting, Auditing and Management Experience. He has held senior Management positions at reputed Organization – Big 4 consulting firm like Ernst & Young; IT organization like Oracle Financial Services Software (OFSS) & Wipro. He is currently working on capability building initiatives and is a guest faculty at The Institute of Chartered Accountants of India(ICAI).
Terms and conditions of appointment/ reappointment including remuneration	Appointed as Non-Executive Director liable to retire at the AGM. Proposed to be appointed as Independent Director He is eligible for sitting fees for attending the Board and its Committee Meetings as approved by the Board subject to the provisions of the applicable laws

7. Smt. Radha Unni

Name of the Director	Smt. Radha Unni (DIN: 03242769)
Date of Birth and age	December 04, 1948, Age 73 years
Date of first appointment on Board	November 30, 2021
Qualifications	M.A., B.Ed., CAIIB
Brief Resume including Experience	Smt. Radha Unni retired as the Chief General Manager, State Bank of India, Kerala Circle in December, 2008. During the tenure in the Bank, held assignments in all aspects of the Banking with specialization in corporate Credit and Project Appraisal of Small and Medium Enterprises. Her other Asset(NPA) Management, Business process Re-engineering Programme of SBI, Transformational Change Management, Capital market operations with the SBI Capital Markets Ltd. etc After retirement from the SBI, she was engaged by the Bank in Management Audit and recruitment of its officers. Her other professional engagements include Independent Director of the Board of Sundaram Home Finance Ltd., Royal Sundaram General Insurance Co. Ltd, Nitta Gelatin India Ltd., V-guard Industries Ltd.,

	Western India Plywoods Ltd., Axles India Ltd., Wil Car India Ltd., She has also served as Independent Director on the Board of CSB Bank Ltd and Muthoot Capital Services Ltd.		
Nature of her expertise in specific functional area	<p>Smt. Radha Unni's Career in Banking spanning over 36 years during which served all over India and she Retired as the Chief General Manager, State Bank of India, Kerala Circle in December, 2008</p> <p>During the tenure in the Bank, held assignments in all aspects of banking with specialization in Corporate Credit and Project Appraisal of Small and Medium Enterprises Other assignments include:</p> <ul style="list-style-type: none"> • Risk Management at the Corporate Centre of SBI, Mumbai • Non-Performing Asset(NPA) management • Business Process Re-engineering Programme of SBI • Transformational Change Management • Capital market operations with the SBI Capital Markets Ltd. <p>After retirement from the SBI, she was engaged by the Bank in Management Audit and recruitment of its officers.</p>		
Directorship in other Companies	<ol style="list-style-type: none"> 1. Western India Plywoods Limited 2. Nitta Gelatin India Limited 3. V Guard Industries Limited 4. Axles India Limited 5. Sundaram Home Finance Limited 6. Royal Sundaram General Insurance Co. Limited 7. Wil Car Wheels Limited 		
Directorship in listed entities from which director has resigned in the past three years	Muthoot Capital Services Ltd. Resigned on 20.11.2021		
Membership of Committees in Public Limited Companies	1. Western India Plywoods Limited	1) Audit Committee	1) Member
	2. Nitta Gelatin India Limited	2) Audit Committee	2) Member
	3. V Guard Industries Limited	3) Audit Committee	3) Member
	4. Axles India Limited	4)-	4)-

	5. Sundaram home finance limited	5) Audit Committee	5) Member
	6. Royal Sundaram General Insurance Co. Limited	6) Audit committee and Stakeholders Relationship committee	6)Member
	7. Wil car wheels Limited	7)-	7)-
Shareholding in the Bank as on (cut-off date)	Nil		
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil		
Details of the remuneration last drawn	Sitting fee – ₹7,80,000/- for attending Board and committee meetings		
Number of Meetings of the Board attended during the year	5 meetings		
Chairman/member of the Committee of the Board of Directors of this Company	Customer Services Committee – Chairperson Board- Member Audit Committee –Member Management Committee – Member NPA Review Committee – Member Capital Planning & Infusion Committee - Member		
Details of the skills and capabilities required for the role	skills and capabilities required: Finance, Banking and Human Resource She is proposed to be appointed as non-executive independent director		
and the manner in which the proposed person meets such requirements (for Independent Directors)	Smt. Radha Unni's Career in Banking spanning over 36 years during which served all over India and she Retired as the Chief General Manager, State Bank of India, Kerala Circle in December, 2008 During the tenure in the Bank, held assignments in all aspects of banking with specialization in Corporate Credit and Project Appraisal of Small and Medium Enterprises Other assignments include: <ul style="list-style-type: none"> • Risk Management at the Corporate Centre of SBI, Mumbai • Non-Performing Asset(NPA) management • Business Process Re-engineering Programme of SBI • Transformational Change Management • Capital market operations with the SBI Capital Markets Ltd. 		

	After retirement from the SBI, she was engaged by the Bank in Management Audit and recruitment of its officers.
Terms and conditions of appointment/ reappointment including remuneration	Appointed as additional Independent Director of the Bank. She is eligible for sitting fees for attending the Board and its Committee Meetings as approved by the Board subject to the provisions of the applicable laws. Proposed to be appointed as Independent Director as detailed in notice and explanatory statement.

For above 1 to 7 resume of Directors seeking Appointment/Re-appointment/ change in terms of appointment at the 94th Annual General Meeting details of chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee in listed companies alone is considered.