

NOTICE

NOTICE is hereby given that the 90th Annual General Meeting of the shareholders of The South Indian Bank Ltd. ("the Bank") will be held at Casino Cultural Auditorium Ltd., T. B. Road, Thrissur – 680 001, on Wednesday, July 11, 2018 at 10 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Bank's Audited financial statements, including audited Balance Sheet as at 31st March, 2018 and Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in the place of Sri Achal Kumar Gupta (DIN: 02192183) who retires by rotation under Section 152 of Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. **To appoint Statutory Central Auditors and to authorize the Board to fix their remuneration:**

"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 subject to approval from the Reserve Bank of India ("RBI") and such other regulatory authorities, as may be applicable, M/s S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (Firm Regn. No. 301003E/E300005), be and are hereby appointed as Auditors of the Bank for the period commencing from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank on such remuneration as shall be decided by the Board of Directors or any Committee thereof."

SPECIAL BUSINESS:

5. **To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**
"RESOLVED that pursuant to the provisions of Section 139 and Section 143(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions 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, Board of Directors be and is hereby authorised to arrange for the audit of the Bank's branches for the financial year 2018-19 and to appoint and fix the remuneration of branch auditors in consultation with the Central Statutory Auditors for the purpose."
6. **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 152 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, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India, Mr. Salim Gangadharan (DIN: 06796232) who was appointed as a Director pursuant to Section 149 and other applicable provisions, if any of the Companies Act, 2013 be and is hereby appointed as a Director of the Bank, liable to retire by rotation."
7. **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 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, Sri V. J. Kurian (DIN: 01806859), who was appointed as an Additional Director pursuant to Section 161(1) of the Companies Act, 2013 on 23rd March, 2018 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 an Independent Director of the Bank, for the purpose of Section 149 of the Companies Act, 2013 for a period of five (5) years, not be liable to retire by rotation."
8. **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 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, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s)

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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, Dr. John Joseph Alapatt (DIN: 00021735), in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of director, be and is hereby re-appointed as an Independent Director of the Bank with effect from 1st April, 2019 and that he shall hold office up to 23rd September, 2020, not be liable to retire by rotation."

9. 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 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, 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) 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, Mr. Francis Alapatt (DIN: 01419486), in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of director, be and is hereby re-appointed as an Independent Director of the Bank with effect from 1st April, 2019 and that he shall hold office up to 31st October, 2021, not be liable to retire by rotation."

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

"RESOLVED that in supersession of the resolution passed by the Members of the Bank on 11th July, 2017 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Bank, the consent of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution and as may be authorized by the Board in that behalf) to borrow such sum of money in any manner, from time to time, upon such terms and conditions as they may think fit, notwithstanding that the money to be borrowed together with the monies already borrowed by the Bank (apart from deposits accepted in the ordinary course of business, temporary loans repayable on demand or within six months from the date of the loan or temporary loans, if any, obtained from the bankers of the Bank) may exceed the aggregate of the paid-up share capital of the Bank and its free reserves & securities premium, that is to say, reserves not set apart for any specific purposes, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed/to be borrowed from time to time, provided that the total amount so borrowed by the Board and outstanding at any time shall not at any time exceed the limit of ₹12,000 Crore (Rupees Twelve Thousand Crore only) and/or in any other equivalent foreign currency."

RESOLVED FURTHER that the Board be and is hereby authorized to take, from time to time, all decisions and steps as the Board may deem fit, necessary or expedient or proper to give effect to this Resolution and give such directions as may, in its absolute discretion, deem fit or necessary and to settle any question that may arise in this regard."

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

"RESOLVED that pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, amendments thereto, and rules made thereunder including any statutory modification and/or re-enactment thereof for the time being in force (the "Act"), the Banking Regulation Act, 1949 as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") including the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended ("SEBI ICDR Regulations") or any other competent authority, whether in India or abroad, from time to time and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of The South Indian Bank Limited (the "Bank") and subject to all necessary approvals, consents, permissions and/or sanctions of the Ministry of Finance (Department of Economic Affairs), the Department of Industrial Policy & Promotion, Government of India ("GoI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the stock exchanges on which Bank's equity shares or any other securities are listed (the "Stock Exchanges"), lenders and all other appropriate and/or relevant/concerned authorities/third parties in India and other applicable countries (herein after referred to as the "Requisite Approvals") and subject to such conditions and modifications as may be prescribed by any of them while granting any such approvals and sanctions and which may be agreed to by the Board of Directors of the Bank (the "Board") (which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its power including the

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powers conferred on the Board under 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 provision for reservation on firm allotment and/or competitive basis of such part of 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 a green shoe option, by way of a rights issue to the existing members of the Bank (whether resident or non-resident), rights-cum public issue, public issue, private placement, preferential issue, qualified institutional placement (QIP), in Indian and/or international markets and/or combination thereof of equity shares of the Bank ("Equity Shares") or through an issuance of Global Depository Shares (GDSs)/Global Depository Receipts (GDRs)/American Depository Receipts (ADRs)/Foreign Currency Convertible Bonds (FCCBs) representing Equity Shares and/or Debentures or Bonds convertible into equity shares whether fully or partly and whether compulsorily or at the option of the Bank or the holders thereof and/or any security linked to equity shares and/or all or any of the aforesaid securities with or without detachable or non-detachable warrants, (hereinafter collectively referred to as "Securities") to all eligible investor(s), including resident Indian individuals, bodies corporate, societies, trusts, non-residents, qualified institutional buyers (QIBs), stabilisation agents, foreign investors (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, whether Indian or foreign and such other persons or entities, whether or not such investors are members of the Bank, to all or any other category of investors who are authorized to invest in equity shares of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Bank through one or more offer prospectus and/or letter of offer or circular or such other document and/or on private placement basis, at such time or times, at such price or prices and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for amount in nominal value not exceeding in the aggregate of ₹20.00 Crore (Rupees Twenty Crore only) or its equivalent amount in such foreign currencies as may be necessary with any premium and green shoe option attached thereto, in one or more tranches, in such form and manner and on such terms and conditions as may be deemed appropriate by the Board like price or prices, premium, interest or additional interest, 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 of green shoe options, if any, exercised by the Bank and where in and all other connected matters".

"RESOLVED FURTHER that the securities issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the Securities in the international market and may be governed by applicable foreign laws."

"RESOLVED FURTHER that in case of issue and allotment of Securities by way of QIPs to QIBs in terms of Chapter VIII of the SEBI ICDR Regulations:

- i. the allotment of the Equity Shares, or any combination of the Equity Shares 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 SEBI ICDR Regulations from time to time.
- 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. the relevant date for the purpose of pricing of the Equity Shares to be issued, if issued pursuant to Chapter VIII of the SEBI ICDR Regulations and/or other applicable regulations, shall be the date of the meeting in which 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;
- iv. The issue of 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 VIII of the SEBI (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 as may be permitted under applicable regulations to the floor price as determined in terms of the SEBI (ICDR) Regulations, 2009, subject to the provisions of Section 53 of the Companies Act, 2013;
- v. The issue and allotment of Equity Shares shall be made only to QIBs within the meaning of SEBI Regulations, such Equity Shares shall be fully paid-up on its allotment, which shall be completed within 12 months from the date of this resolution approving the proposed issue or such other time as may be allowed by the applicable SEBI Regulations, from time to time;
- vi. the allotment to each QIB in the proposed QIP issue will not exceed 5% of the post issue paid-up capital of the Bank;
- vii. 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 SEBI (ICDR) Regulations;
- viii. The total amount raised in such manner should not, together with the over allotment option exceed five times the net worth of the Bank as per the audited Balance Sheet of the previous financial year".

"RESOLVED FURTHER that without prejudice to the generality of the above and subject to applicable laws and subject to Requisite Approvals including any conditions as may be prescribed while granting such approval or permissions by such

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governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities.”

“RESOLVED FURTHER that, subject to compliance of all applicable provisions of the Companies Act, 2013, the applicable provisions of the Companies Act, 1956, the Foreign Exchange Management Act, 2000, and the rules, circulars and guidelines issued thereunder from time to time, including the 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 Agreements 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 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) 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, 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.
- b) 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.
- c) 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.
- d) 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.
- e) 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)/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.
- f) To retain over subscription up to such percentage as may be permitted by the applicable regulations and by relevant authorities.
- g) 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.
- h) 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.
- i) 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.

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- j) 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.
- k) 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”.

12. 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 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 including any amendment, the applicable provisions of the Banking Regulation Act, 1949, as amended, 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, 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, on a private placement basis and/or for making offers and/or invitations therefore and/or issue(s)/issuances therefore, on private placement basis, for a period of one year from the date hereof, in one or more tranches and/or series and under one or more shelf disclosure documents and/or one or more letters of offer and on such terms and conditions for each series/tranches including the price, coupon, premium, discount, tenor etc., as deemed 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 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.”

By order of the Board

Place : Nedumbasserry
Date : June 6, 2018

(JIMMY MATHEW)
COMPANY SECRETARY

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM OR THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE BANK. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE BANK. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT, OF THE TOTAL SHARE CAPITAL OF THE BANK CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
2. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE BANK NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. MEMBERS/PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING AND BRING THEIR ATTENDANCE SLIPS TO THE MEETING.

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4. An Explanatory Statement setting out of the material facts pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. The Register of Members and Share Transfer Books of the Bank will remain closed from Thursday the 5th day of July, 2018, to Wednesday the 11th day of July, 2018 (both days inclusive). Dividend on equity shares as recommended by the Board for the year ended March 31, 2018, if declared at the meeting, will be paid on and from Tuesday, July 17, 2018 to Saturday, July 21 2018:
 - a) In respect of shares held in dematerialized mode, to all beneficial owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on Wednesday, July 4, 2018, and
 - b) to those members holding shares in physical form, whose names appear in the Bank's Register of Members at the close of business hours on Wednesday, July 11, 2018 after giving effect to all valid transfers in physical form lodged with the Bank and/or its Share Transfer Agents on or before Wednesday, July 4, 2018.

Further, letters were sent in April, 2018 to shareholders whose dividend amount for FY 2010-11 as well as subsequent dividend warrants issued upto FY 2016-17 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 (eg. 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/clamants whose shares, unclaimed dividend etc. have been transferred to IEPF authority may claim the shares or apply for refund by making an application to IEPF authority as per the procedure prescribed in the IEPF Rule.

8. All documents referred to in the notice are open for inspection at the Registered Office of the Bank on all working days between 10.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
9. All dividends remaining unclaimed or unpaid including the balance in Dividend Account up to 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 2009 – 2010 have already been transferred to the Investors' Education and Protection Fund (the Fund) as required under Section 125 of the Companies Act, 2013.
10. 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.
11. 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.
12. 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.
13. Members may please note that, a copy of the PAN card of both the transferor and the transferee must mandatorily be submitted along with the transfer deed for registering transfer of physical shares.
14. 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.
15. 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.
16. Members holding (physical) shares in identical order of names in more than one folio are requested to write to the Share Transfer Agents to facilitate consolidation of their holdings in one folio.
17. Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice.

18. E-Voting:

In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Bank is providing the 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Bank to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 90th Annual General Meeting of the Bank, dated June 6, 2018 (the AGM Notice). E-voting facility to its members holding share in physical or dematerialized form, as on the cut-off date, being Wednesday, 4th July, 2018, 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").

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The instructions for shareholders voting electronically are as under:

- i. The remote e-voting commence on Sunday July 8, 2018 at 10.00 a.m. (IST) and ends on Tuesday July 10, 2018 at 5.00 p.m. (IST). During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 4, 2018 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on July 10, 2018.
- ii. The shareholders should log on to the e-voting website: www.evotingindia.com.
- iii. Click on Shareholders.
- iv. 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. Members holding shares in Physical Form should enter the 6 digits Folio Number registered with the Company as user id (for example user id of Folio No. SIB012345 will be '012345').
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii. If you are a first time user, follow the steps given below:

PAN	For members holding shares in Demat Form/Physical Form
	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number (printed on the attendance slip) in the PAN field.
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 Registered folio number/DP ID & Client ID in the Dividend Bank details field as mentioned in instruction (iv).

There are 2 fields provided. Any one details to be entered.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for 'The South Indian Bank Limited' on which you choose to vote. In this case, it would be The South Indian Bank Limited.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If you as a Demat account holder have forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note: For Non-Individual Shareholders and Custodians: Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

NOTICE

- 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.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. or contact Mr. Rakesh Dalvi – Manager, Central Depository Services (India) Limited, Regd. Office: Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013 or call on toll free No.: 1800-200-5533.
19. In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the voting through electronic means, the Bank is also offering the facility for voting by way of venue e-voting/physical ballot. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM via electronic means/ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date being Wednesday, July 4, 2018, subject to the provisions of the Banking Regulation Act, 1949, as amended.
20. The Board of Directors has appointed Mr. Sivakumar P., FCS, CMA, CMA (USA), Practicing Company Secretary (Managing Partner SVJS & Associates, Company Secretaries) or failing him Mr. P. D. Vincent, LLB, MBA, FCS, Practicing Company Secretary (Senior Partner SVJS & Associates, Company Secretaries) as the Scrutinizer to scrutinize the voting and Remote e-voting process in a fair and transparent manner.
21. Any person, who acquires shares of the Bank and become member of the Bank after the cut-off date for despatch of the notice (i.e., after June, 1 2018) and holding shares as of the cut-off date for e-voting (i.e., July, 4, 2018) may obtain the login id and password by sending a request at btschennai@gmail.com or helpdesk@btsindia.co.in or helpdesk.evoting@cdslindia.com. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
22. The Results on above resolutions shall be declared by Chairman/MD & CEO not later than 48 hours from the conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
23. The Results declared along with Scrutinizer’s Report(s) will be available on the website of the Bank (www.southindianbank.com) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
24. In support of the “Green Initiative” announced by the Government of India, electronic copy of the Annual Report and this Notice inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Bank/Depository Participants unless member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter-alia indicating the process and manner of e-voting along with attendance slip and proxy form will be sent to them in the permitted mode. Further, in terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, a Company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the Company or as provided by the depository, provided that the Company shall provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their e-mail id recorded or to update a fresh e-mail id and not from the members whose e-mail ids are already registered. In view of the above, the Bank hereby requests the members who have not updated their e-mail IDs to update the same with their respective Depository Participant(s) or M/s BTS Consultancy Services Private Limited, Registrar and Transfer Agent (R&T) of the Bank as applicable. Further, members holding shares in electronic mode also requested to keep their e-mail addresses updated with the Depository Participants/R&T of the Bank. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the R&T of the Bank quoting their folio number(s).
25. 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: ramesh@btsindia.co.in, 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 June 6, 2018

Item No. 05

In accordance with the provisions of Section 139 and Section 143(8) of the Companies Act, 2013/RBI and other regulatory requirements, the shareholders of the Bank may authorize its Board of Directors to appoint branch auditors for those branches, which are not proposed to be audited by the auditors of the Bank, in consultation with the Bank’s Central Statutory Auditors. Accordingly, your Directors recommend the adoption of the Resolution No. 5 of the Notice.

None of the Directors, Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in this resolution.

NOTICE**Item No. 06**

Sri Salim Gangadharan (DIN: 06796232), Non-Executive part-time Chairman of the Bank, was originally appointed as Additional Director of the Bank on 16.01.2014 and regularized as Independent Director for a period of 5 years w.e.f. 1st April, 2014 at the 86th AGM held on 16.07.2014 in compliance with the provisions of Companies Act, 2013. Further, he was designated as Non-Executive part-time Chairman of the Bank w.e.f. 2nd November, 2016 for a period of 3 years (till 1st November, 2019) as approved by Reserve Bank of India. The Bank reclassified Mr. Salim Gangadharan as Non Executive Non Independent Director w.e.f. 2nd November, 2016 to comply with the provisions of Section 149(6)(c) of Companies Act, 2013.

The detailed profile of Mr. Salim Gangadharan, Directorship and Committee position held by him in other Companies is included in Corporate Governance Report forming part of the Annual Report and the same be deemed to have been included herein and forms an integral part of this explanatory statement. Accordingly, the Directors recommend the Resolution for the appointment of Mr. Salim Gangadharan as Non Executive Non Independent Director, liable to retire by rotation. Based on the performance evaluation of Mr. Salim Gangadharan, done by the Nomination and Remuneration Committee and Board of the Bank, the performance was found to be good.

Save and except Mr. Salim Gangadharan, none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in the above Resolution.

Item No. 07

Mr. V. J. Kurian (DIN: 01806859), appointed as Additional Independent Director of the Bank w.e.f. March 23rd, 2018 and holds office up to the date of this 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 Mr. V. J. Kurian for the office of Directors. Further, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by him that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and is independent of the management.

In terms of Section 149(10) of the Companies Act, 2013, 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 upto five years. Further, in terms of Section 10A(2A) of the Banking Regulation Act, 1949, no director of a banking Company, other than its Chairman or whole-time director, by whatever name called, shall hold office continuously for a period exceeding eight years.

Further, Mr. V. J. Kurian's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, and in the opinion of the Board also, he fulfills the conditions specified under the Companies Act, 2013 for such an appointment.

The detailed profile of Mr. V. J. Kurian, Directorship and Committee position held by him in other Companies are included in the report on Corporate Governance forming part of the Annual Report the same be deemed to have been included herein and forms an integral part of this explanatory statement. The Nomination and Remuneration Committee and Board of the Bank has done his performance evaluation and the performance was found to be good.

Accordingly, the Directors recommend the Resolution for the appointment of Mr. V. J. Kurian as Independent Director, not liable to retire by rotation, for a period of five years.

Save and except Mr. V. J. Kurian none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in the above Resolution.

Item No. 08

Dr. John Joseph Alapatt (DIN: 00021735), was inducted to the Board w.e.f. September 24, 2012 and was appointed as an Independent Director of the Bank for a period of 5 years w.e.f. 1st April 2014 vide shareholders' resolution dated July 16, 2014 in terms of the provisions of the Companies Act, 2013. His term of appointment would come to an end on 31st March 2019. In terms of Section 149(10) of the Companies Act, 2013, 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 upto five years. In terms of Section 10A(2A) of the Banking Regulation Act, 1949, no director of a banking company, other than its Chairman or whole-time director, by whatever name called, shall hold office continuously for a period exceeding eight years. Accordingly his term will expire on 23rd September, 2020.

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 Dr. John Joseph Alapatt for the office of Directors. Further, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declarations made by him that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfill the conditions specified in the Act and the rules made there under and is independent of the management.

Further, Dr. John Joseph Alapatt's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, and in the opinion of the Board also, he fulfills the conditions specified under the Companies Act, 2013 for such an appointment.

NOTICE

The detailed profile of Dr. John Joseph Alapatt, Directorship and Committee position held by him in other Companies is included in Corporate Governance Report forming part of the Annual Report and the same be deemed to have been included herein and forms an integral part of this explanatory statement.

Based on the performance evaluation of Dr. John Joseph Alapatt, done by the Nomination and Remuneration Committee and Board of the Bank, the performance was found to be good.

Save and except Dr. John Joseph Alapatt none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in the above Resolution.

Item No. 09

Mr. Francis Alapatt (DIN: 01419486) was inducted to the Board of the Bank w.e.f. 01.11.2013 and was appointed as an Independent Director of the Bank with effect from April 1, 2014 for a period of five (5) years vide shareholders' resolution dated July 16, 2014 in terms of the provisions of the Companies Act, 2013. His term of appointment would come to an end on 31st March, 2019. In terms of Section 149(10) of the Companies Act, 2013, 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 upto five years. Hence approval of Shareholders of the Bank is accorded for the reappointment of Sri Francis Alapatt for a further term. In terms of Section 10A(2A) of the Banking Regulation Act, 1949, no director of a banking Company, other than its Chairman or whole-time director, by whatever name called, shall hold office continuously for a period exceeding eight years. Accordingly his term will expire on 31st October, 2021.

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 Mr. Francis Alapatt for the office of Directors. Further, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declarations made by him that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfill the conditions specified in the Act and the rules made there under and is independent of the management.

Further, Mr. Francis Alapatt's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, and in the opinion of the Board also, he fulfills the conditions specified under the Companies Act, 2013 for such an appointment. The detailed profile of Mr. Francis Alapatt, Directorship and Committee position held by him in other Companies is included in Corporate Governance Report forming part of the Annual Report and the same be deemed to have been included herein and forms an integral part of this explanatory statement.

Based on the performance evaluation of Mr. Francis Alapatt, done by the Nomination and Remuneration Committee and Board of the Bank, the performance was found to be good.

Save and except Mr. Francis Alapatt none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in the above Resolution.

Item No. 10

In terms of Section 180(1)(c) of the Companies Act, 2013, borrowings by the Company (apart from the deposits accepted in the ordinary course of business by the Company, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the Company's bankers, other than loans raised for the purpose of financing expenditure of a capital nature), in excess of the paid-up capital of the Company and its free reserves & securities premium, require the approval of the Members by way of special resolution.

The Shareholders of the Bank at their meeting held on July 11, 2017 had increased the borrowing powers of the Bank to ₹10,000/- crore (Rupees Ten Thousand crore). In pursuance of the provisions of Section 180(1) (c), authorized the Board of Directors to borrow monies as and when required in excess of the paid-up capital and free reserves of the Bank such that the aggregate borrowing of the Bank shall not at any time exceed ₹10,000 crore (Rupees Ten Thousand crore only).

The Bank is eligible for drawing refinance from Reserve Bank of India and/or other institutions against certain types of advances. Moreover to maintain statutory reserves, the Bank may have to borrow monies from Reserve Bank of India and/or other banks in substantial sums. The Bank has issued unsecured subordinated bonds during earlier years in different tranches to augment its Tier II Capital and the Bank has further headroom for issuing various permitted debt securities. Further, considering the substantial growth in business and operations of the Bank, opportunity to raise attractive borrowings as per the recent guidelines of the Reserve Bank of India on Issue of Long Term Bonds by Banks for financing of Infrastructure and Affordable Housing, relaxation in Basel III guidelines on limit of Tier II capital to be considered for Capital Fund purpose, your approval is being sought to increase the borrowing limits from ₹10,000 crore (Rupees Ten Thousand crore) to ₹12,000 crore (Rupees Twelve Thousand crore). Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the Company by a Special Resolution.

Further, the approval is being sought for ₹500 crore of borrowing/raising funds in Indian/foreign currency by issue of debt securities by the Bank in one or more tranches in item No. 12 of this Notice which will be within the overall borrowing limits of the Bank as proposed hereby and as may be approved by the Members, from time to time. The Directors recommend the Resolutions at Item No. 10 of the accompanying Notice for the approval of the Members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item No. 10.

NOTICE**Item No. 11**

The present authorized capital of the Bank is ₹250 crore and the Issued and Paid-up Capital of the Bank as on March 31, 2018 is ₹180.88 crores divided in to 180,88,31,080 Equity shares of ₹1/- each. The Bank has implemented SIB Employees Stock Option Scheme ("SIB ESOS 2008") for issue of Equity shares of ₹1/-, up to 5% of the paid-up capital of the Bank as on March 31, 2013, which when fully granted exercised would increase the issued, subscribed and paid-up capital to ₹1,84,71,21,156 divided into 1,84,71,21,156 Equity shares of ₹1/- each.

The Bank's capital to risk weighted Assets Ratio (CRAR) as on March 31, 2018 stood at 12.70% under Basel III as against the regulatory requirement/prescribed minimum of 10.875%. The capital position as on March 31, 2017 was 11.82% as against the minimum requirement of 10.25%. 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.

The Bank has been growing organically and has shown steady growth during the last few years. The Bank foresees significant increase in demand for credit in various sectors and in retail banking market and success in availing a strong share in this business opportunity rests on the ability of the Bank to raise adequate funds by way of Equity Shares during the financial year. As a proactive move to leverage the available business opportunities and for maintaining appropriate regulatory capitalization levels, the Bank proposes to increase the issued and paid-up capital up to the extent of ₹20 crore by issue of further Equity Shares of face value of ₹1/- each with such premium as the Board may decide.

The exact nature, proportion, size and timing of the issue of Securities will also be decided by the Board based on an analysis of the specific requirements after consulting all concerned.

Globalization has created a favourable investment climate and investors in the international markets look forward for good and viable investment opportunities. Thus it is considered prudent to raise additional funds through an issue of securities by way of a rights-cum public issue, public issue, private placement, preferential issue, qualified institutional placement (QIP) in Indian and/or international markets, of further equity shares and/or securities convertible into equity shares, including global depository shares (GDSs)/global depository receipts (GDRs)/American depository receipts (ADRs)/foreign currency convertible bonds (FCCBs) and/or debentures or bonds convertible into equity shares whether fully or partly and whether compulsorily or at the option of the Bank or the holders thereof and/or any security linked to equity shares with or without detachable or non-detachable warrants.

Basis or Justification of Price: 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 VIII 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 floor price determined pursuant to the SEBI ICDR Regulations (not be less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the 'Relevant Date', less a discount of not more than 5%) 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. 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 62(1)(c) and other applicable provisions of the Companies Act, 2013. Section 62(1) 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 absolute discretion to issue Securities 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 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.

NOTICE

The proposed offer is in the interests of the Company and the Directors recommend the passing of the resolution under this item as a special resolution.

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, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 12

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 July 11, 2017 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 crore (Rupees Five hundred crore only), in one or more tranches. Pursuant to the said approval, the Bank has raised ₹490 Crores by way of issue of Bonds till March 31, 2018.

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 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 primarily upon the rates prevailing for risk free instruments, rates on other competing instruments of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and investor regulations which enable investments in such instruments. Further, debt securities would be issued for cash either at par or premium or at discount to the face value depending upon the prevailing market conditions, as permitted under the laws.

Accordingly, the approval of Members is being sought by way of special resolution as set out at in Item No. 12 of this Notice for borrowing/raising funds in Indian/Foreign currency by issue of debt securities on private placement basis.

None of the Directors or Key Managerial Personnel and their relatives are in any way, concerned or interested in this resolution.

By order of the Board

Place : Nedumbasserry

(JIMMY MATHEW)

Date : June 6, 2018

COMPANY SECRETARY

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on July 11, 2018, as required under SEBI (Listing Obligations and Disclosure Requirements) and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

1. Sri Achal Kumar Gupta

Name of the Director	Sri Achal Kumar Gupta (DIN: 02192183)
Date of Birth and age	27.11.1953 (64 Years)
Date of first appointment on Board	11th January, 2017
Qualifications	M.A. CAIIB
Brief Resume including experience	Sri Gupta retired as the Deputy Managing Director of IFCI Ltd. after serving for a period of 3 years from 12.12.2013 to 11.12.2016. He started his career at Syndicate Bank and thereafter joined State Bank of India in September, 1977 and retired as Managing Director of State Bank of Patiala on 30.11.2013. He is having over 40 years of varied experience in the areas of Banking and Finance such as credit appraisal and administration, retail banking, treasury management, branch banking, agriculture banking, NRI services and risk management, besides being controller of branches as Regional Manager in SBI. He was the CEO of two important subsidiaries of SBI-one banking (State Bank of Patiala) and one non-banking (SBI Funds Management Pvt. Ltd.). During his 3 year tenure with IFCI Ltd. he was responsible for the growth and development of the business of the Company as also overall administration. He was also on the Board of other 8 companies-subsiidiaries/associates of IFCI. These associates/subsiidiaries are engaged in varied activities like real estate development, equity/commodity trading, technical consultancy and skill training etc.
Nature of his expertise in specific functional area	Sri Gupta has varied experience in the areas of Banking & Finance, Credit appraisal, administration, retail banking, treasury management, branch banking, agriculture banking, NRI services and risk management.

NOTICE

Directorship in other Companies	Capital India Finance Limited and Canara Robeco Asset Management Company Limited
Membership of Committees in Public Limited Companies	<u>Capital India Finance Ltd.</u> 1. Audit committee - Member 2. Nomination & Remuneration Committee - Member 3. Investment Committee - Chairman 4. Risk Management Committee - Chairman <u>Canara Robeco Asset Management Ltd.</u> 1. Audit Committee- Member 2. CSR Committee - Chairman
Shareholding in the bank as on 31st March, 2018	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Details of the remuneration last drawn	Sitting fees of ₹13,25,000.00 for attending the Board and Committee meetings
Number of Meetings of the Board attended during the year	10
Chairman/member of the Committee of the Board of Directors of this Company	Audit committee - member Management committee - member NPA Review committee - Chairman Risk Management committee - Chairman Committee To Prevent and Review Frauds in the Bank - Member
Terms and conditions of appointment/reappointment including remuneration	Appointed as Non-Executive Director liable to retire by rotation and 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 Salim Gangadharan

Name of the Director	Sri Salim Gangadharan (DIN: 06796232)
Date of Birth and age	13.10.1953 (64 Years)
Date of first appointment on Board	16 th January, 2014
Qualifications	M.A. Economics, CAIIB
Brief Resume including experience	Sri Salim Gangadharan is an exemplary scholar having substantial exposure in Banking Sector. He has over 36 years varied experience in Reserve Bank of India. He retired as Principal Chief General Manager and Regional Director, Reserve Bank of India, Trivandrum in October, 2013. During his career in the Reserve Bank of India, he worked in various operational departments, particularly in the areas of Bank Supervision, Currency Management, HR and Financial markets. He was the Regional Director for West Bengal, Sikkim and A&N Islands and had also headed the Foreign Exchange Department, Mumbai. He was a member of faculty in the Banker's Training College of the Reserve Bank of India, for Five years and handled several seminars and conferences on Risk Management, Payment Systems, Treasury Management, Credit Administration etc. He was on secondment to the Central Bank of Oman for five years. He is also a consultant of the IMF and UNDP. He was part of several internal working group in Reserve Bank of India/ Government of India. In the past, he was representing the Reserve Bank of India and Government of India on the Boards of Catholic Syrian Bank, Syndicate Bank and Central Bank of India. He has been on the Board of the Bank since January 16, 2014.

Nature of his expertise in specific functional area	Sri Gangadharan, has substantial exposure in the fields of Banking, Currency Management, HR, Payment Systems, Treasury Management and Financial markets
Directorship in other Companies	The National Securities Clearing Corporation Ltd. (NSCCL) - Director Northern Arc Capital Ltd – Director Kerala Infrastructure Investment Fund Board
Membership of Committees in Public Limited Companies	<u>The National Securities Clearing Corporation Ltd. (NSCCL)</u> 1. Risk Management - Chairman 2. Independent Directors - Member 3. Disciplinary Action - Member 4. SEBI Inspection - Member 5. Independent Oversight Committee of the Governing Board for Member Regulation Function- Member 6. Public Interest Directors - Member 7. IT Strategy Committee - Member <u>Northern Arc Capital Ltd.</u> 1. Risk Management (Member) 2. Audit Committee Member
Shareholding in the bank as on 31st March, 2018	16,510
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Details of the remuneration last drawn	Honorarium – ₹6,00,000.00 Sitting fee – ₹16,65,000.00 for attending Board and committee meetings
Number of Meetings of the Board attended during the year	11
Chairman/member of the Committee of the Board of Directors of this Company	Management Committee - Chairman Nomination and Remuneration Committee - Member Risk Management Committee - Member IT Strategy Committee - Member Committee To Prevent and Review Frauds in the Bank - Member Capital Planning and Infusion Committee, and of the Bank - Chairman Customer Service Committee - Member
Terms and conditions of appointment/reappointment including remuneration	As approved by RBI vide approval letter dated October 26, 2016

3. Sri V. J. Kurian

Name of the Director	Sri V. J. Kurian (DIN: 01806859)
Date of Birth	23.02.1957 (61 Years)
Date of first appointment on Board	23rd March, 2018
Qualifications	IAS
Experience	Sri V. J. Kurian, is retired from the Indian Administrative Service (IAS) official of 1983 batch in Kerala Cadre. He retired as Additional Chief Secretary, Water Resources. Government of Kerala in February 2017. During the tenure of services, Sri Kurian held the positions of Managing Director in various companies for a total period of 22 years. Presently, Mr. Kurian is the Managing Director of Cochin International Airport Ltd., CIAL Infrastructures Ltd. & CIAL Duty Free and Retail Services Ltd.
Nature of his expertise in specific functional area	Mr. Kurian has substantial exposure in the areas of IT, CSR and Human Resources.

NOTICE

Directorship in other Companies	Managing Director in: Cochin International Airport Limited. CIAL Infrastructure Limited. CIAL Duty free and Retail Services Limited. Director in: Air Kerala International Services Limited. Cochin International Aviation Services Limited. Kerala Waterways and Infrastructures Limited.
Membership of Committees in Public Limited Companies	<u>Cochin International Airport Limited</u> 1. Corporate Social Responsibility Committee – Member 2. Share Transfer Committee – Member
Shareholding in the bank as on 31st March, 2018	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Details of the remuneration last drawn	Sitting fees of ₹40,000.00 for attending Board meeting
Number of Meetings of the Board attended during the year	1
Chairman/member of the Committee of the Board of Directors of this Company	Audit Committee - Member Corporate Social Responsibility Committee - Member IT Strategy Committee - Chairman Capital Planning & Infusion Committee in the Bank - Member
Terms and conditions of appointment/reappointment including remuneration	Appointed as Non-Executive Independent Director and 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

4. Dr. John Joseph Alapatt

Name of the Director	Dr. John Joseph Alapatt (DIN: 00021735)
Date of Birth	26.11.1953 (64 Years)
Date of first appointment on Board	24th September, 2012
Qualifications	MBBS, DLO
Experience	Dr. John Joseph Alapatt holds a Bachelor of Medicine and Bachelor of Surgery degree as well as a Post-Graduate diploma from Bangalore University. He is an industrialist having several years of experience in managing a small scale industry unit. Dr. Alapatt has been the Director of our Bank for 16 years, with his first term from February 1, 1986 to January 25, 1994 and his second term from February 12, 2002 to February 12, 2010.
Nature of his expertise in specific functional area	Dr. John Joseph Alapatt is an industrialist having several years of experience in managing a small scale industry unit. He is also an expert having knowledge in the areas of agriculture banking and HR.
Directorship in other companies	Janakshemam Kuries Pvt. Ltd.
Membership of Committees in Public Limited Companies	Nil
Shareholding in the bank as on 31st March, 2018	2,77,292 Equity shares
Details of the remuneration last drawn	Sitting fees of ₹14,40,000.00 for attending Board and committee meetings

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	11
Chairman/member of the Committee of the Board of Directors of this Company	Capital Planning and Infusion Committee - Member Management Committee - Member Nomination and Remuneration Committee - Chairman NPA Review Committee - Member Stake Holders Relationship Committee - Member
Terms and conditions of appointment/reappointment including remuneration	Appointed as Non-Executive Independent Director and 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

5. Sri Francis Alapatt

Name of the Director	Sri Francis Alapatt (DIN: 01419486)
Date of Birth	10.07.1952 (65 Years)
Date of first appointment on Board	1st November, 2013
Qualifications	B.Sc.
Experience	Mr. Francis Alapatt alias Palathingal Antony Francis holds a bachelor's degree in science. He is a director of M/s CII Guardian International Ltd.
Nature of his expertise in specific functional area	Mr. Francis Alapatt is a person having substantial expertise in the areas of CSR and corporate governance. He is also an eminent business man.
Directorship in other Companies	CII Guardian International Limited Alapatt Properties Private Limited
Membership of Committees in Public Limited Companies	<u>CII Guardian International Limited</u> 1. CSR Committee (Chairman)
Shareholding in the bank as on 31st March, 2018	220000 Equity shares
Details of the remuneration last drawn	Sitting fees of ₹8,10,000.00 for attending Board and committee meetings
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	09
Chairman/member of the Committee of the Board of Directors of this Company	NPA Review Committee - Member Premises Committee - Chairman Customer Service Committee - Member Stake Holders Relationship Committee - Member Corporate Social Responsibility Committee - Chairman
Terms and conditions of appointment/reappointment including remuneration	Appointed as Non-Executive Independent Director and 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.

PROXY FORM (Form No. MGT 11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

THE SOUTH INDIAN BANK LIMITED

CIN: L65191KL1929PLC001017

Regd. Office: S I B House, Mission Quarters, T B Road, Thrissur – 680 001, Kerala, India

website: www.southindianbank.com Tel: +91 487 2420020 e-mail: ho2006@sib.co.in

90th Annual General Meeting
 Wednesday, July 11, 2018 at 10.00 a.m.

Name of the member:.....

Registered address :

Email ID:

Folio/DP ID & Client ID No:.....

I/We being the member(s), holding shares of the above named bank hereby appoint:

(1) Name:	(2) Name:
Address:	Address:
E-mail Id:	E-mail Id:
Signature:	Signature:

or failing him/her;

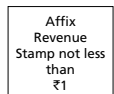
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 90th Annual General Meeting of the Company, to be held on Wednesday, July 11, 2018 at 10.00 a.m. at Casino Cultural Auditorium, Thrissur and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions Ordinary Business	Optional*	
		For	Against
1	To Adopt Financial Statements for the year ended 31st March, 2018		
2	To declare dividend		
3	Reappointment of retiring director, Sri Achal Kumar Gupta (DIN: 02192183), who retires by rotation under Section 152 of Companies Act, 2013 and being eligible, offers himself for re-appointment		
4	To Appoint Statutory Central Auditors of the Bank and fixing their remuneration		
	Special Business		
5	To appoint Branch Auditors in consultation with Statutory Auditors		
6	Approval for appointment of Sri Salim Gangadharan (DIN: 06796232) as a Director, liable to retire by rotation		
7	To appoint Mr. V. J. Kurian (DIN: 01806859) as an Independent Director		
8	To appoint Dr. John Joseph Alapatt (DIN: 00021735) as an Independent Director		
9	To appoint Mr. Francis Alapatt (DIN: 01419486) as an Independent Director		
10	To pass a special resolution for exercising the borrowing powers of the Bank pursuant to Section 180(1)(c) of the Companies Act, 2013		
11	To Augment the Paid-up Capital of the Bank by further issue of shares		
12	To Approve the borrowing/raising funds in Indian/Foreign currency by issue of debt securities upto ₹500 Crore on private placement basis		

Signed this..... day of 2018.

Signature of Shareholder(s)

Signature of Proxy holder(s)



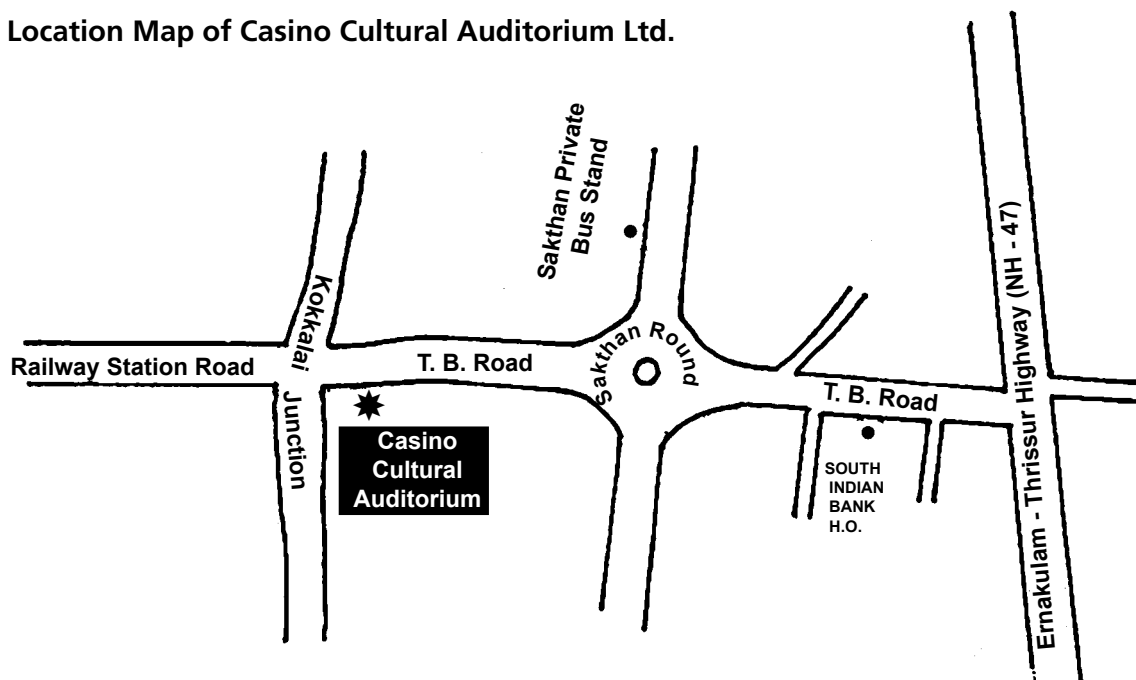
Signature of the Shareholder

- Note:**
- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.
 - 2) For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 90th Annual General Meeting.
 - 3) It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
 - 4) Please complete all details including details of member(s) in above box before submission.

Venue of the 90th Annual General Meeting of SOUTH INDIAN BANK Limited to be held on Wednesday, July 11, 2018 at 10:00 A.M.

Venue Address :
Casino Cultural Auditorium Ltd., T. B. Road, Thrissur – 680 001

Location Map of Casino Cultural Auditorium Ltd.



ATTENDANCE SLIP
THE SOUTH INDIAN BANK LIMITED

CIN: L65191KL1929PLC001017

Regd. Office: SIB House, T. B. Road, Mission Quarters, Thrissur – 680 001

90th Annual General Meeting

Wednesday, July 11, 2018 at 10.00 a.m.

Members Folio/DP ID & Client ID No.	
Name and Address of the Shareholder	

I/We hereby record my/our presence at the Ninetieth Annual General Meeting held at Casino Cultural Auditorium, Thrissur.

.....
Member's/ Proxy's name in Block Letters

.....
Member's/Proxy's Signature

Note:

1. Please complete the name, Sign this Attendance Slip and hand it over at the Attendance verification counter at the Entrance of the Meeting Hall.
2. Members are requested to bring this slip along with them as duplicate slips will not be issued at the venue of the meeting.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING