

DEPT : SECRETARIAL
REF No. SEC/ST EX.STT/37 /2019-20

May 29, 2019

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

BSE Ltd.
Corporate Relationship Department,
First Floor, New Trading Wing,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001.
SCRIP CODE: 532218

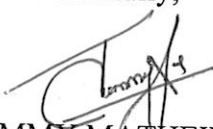
Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for FY 2018-19

This is with reference to the Annual Secretarial Compliance Report filed under Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") for the financial year ended March 31,2019. We request you to please ignore the previous filing (Report dt 27.05.2019 filed on 27.05.2019) uploaded/ disseminated on the Exchange due to some clerical errors occurred in the report inadvertently.

Please find enclosed the revised Annual Secretarial Compliance Report dated 28.05.2019 in compliance with Regulation 24(A) of the Listing Regulations.

Yours faithfully,



(JIMMY MATHEW)
COMPANY SECRETARY

Encl: as above

**SECRETARIAL COMPLIANCE REPORT OF THE SOUTH INDIAN BANK LIMITED
FOR THE YEAR ENDED 31ST MARCH 2019**

We SVJS & Associates, Company Secretaries, Kochi have examined:

- a) all the documents and records made available to us and explanation provided by The South Indian Bank Limited ("the listed entity"), arising from the compliances of specific Regulations listed below,
- b) the filings/ submissions made by the listed entity to the stock exchanges in connection with the above,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



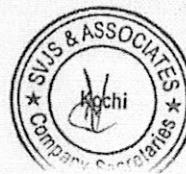
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder except as tabled below:

Sl.No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Ltd.	Regulation 18 (1) Constitution of audit committee	Fine of Rs.8000/- plus GST was levied	The requirement is that two-thirds of the members of audit committee shall be independent directors. The Company has complied with the regulation by rounding



				off the fraction to the nearest integer.
				Fine levied was paid and the Committee was reconstituted thereby complying with the requirement.
2.	National Stock Exchange of India Limited	Regulation 18 (1) Constitution of audit committee	Fine of Rs.8000/- plus GST was levied	The requirement is that two-thirds of the members of audit committee shall be independent directors. The Company has complied with the regulation by rounding off the fraction to the nearest integer. Fine levied was paid and the Committee was reconstituted thereby complying with the requirement.

(d) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in the previous reports does not arise.

Kochi
28.05.2019

For SVJS & Associates
Company Secretaries

CS Vincent P.D.
Managing Partner
CP No.: 7940, FCS: 3067