

DEPT: SECRETARIAL
REF.No.SEC/ST EX-STT/34/2017-18

11th July, 2017

To,

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

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

Dear Sir,

Sub: Proceedings of the 89th Annual General Meeting of the Bank pursuant to Regulation 30 and 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby submit the proceedings of 89th Annual General Meeting of The South Indian Bank Limited held on Tuesday, July 11, 2017 at 10.00 a.m. at Casino Cultural Auditorium Ltd., T.B. Road, Thrissur-680 001.

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

All the resolutions contained in the Notice of the above AGM dated May 26, 2017 were approved by majority of Shareholders through remote e-voting/venue e-voting/ physical ballot voting and all the resolutions are declared passed.

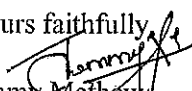
Accordingly, we hereby submit the following disclosures:

1. Proceedings of 89th Annual General Meeting Pursuant to Regulation 30 and Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
2. Voting results in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
3. Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the AGM pursuant to Rule 20(4) of the Companies (Management and Administration) Rules, 2014 as amended.

Please take the above on record.

Thanking you,

Yours faithfully,


Jimmy Mathew
Company Secretary

SUMMARY OF PROCEEDINGS OF THE 89TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE SOUTH INDIAN BANK LIMITED, THRISSUR, HELD ON TUESDAY, THE 11TH DAY OF JULY 2017, AT 10.00 A.M. AT CASINO CULTURAL AUDITORIUM, THRISSUR.

The 89th Annual General Meeting of The South Indian Bank Limited was held on Tuesday, July 11, 2017 at 10.00 a.m. at Casino Cultural Auditorium Ltd., T.B. Road, Thrissur-680 001.

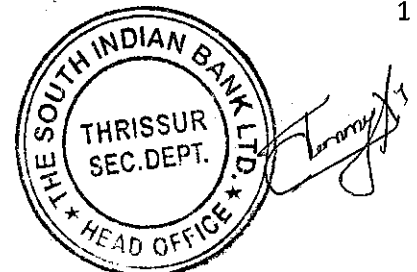
Total 544 members (including proxies) attended the meeting as per the attendance records for the said AGM.

The AGM was attended by the following 8 out of 9 Directors on the Board of the Bank.

Sri. Salim Gangadharan	Non-Executive Chairman
Sri. V.G. Mathew	Managing Director & CEO
Sri. Mohan E. Alapatt	Non-Executive Independent Director
Sri. K. Thomas Jacob	Non-Executive Independent Director (Chairman of Audit Committee)
Dr. John Joseph Alapatt	Non-Executive Independent Director (Chairman of Nomination & Remuneration Committee)
Smt. Ranjana S. Salgaocar	Non-Executive Independent Director (Chairperson of Stakeholders Relationship Committee)
Sri. Parayil George John Tharakan	Non-Executive Independent Director
Sri. Achal Kumar Gupta	Non-Executive Director

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

The representatives of Statutory and Secretarial Auditors were also present at the meeting.



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

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

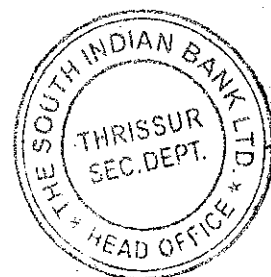
The Chairman referred to the Notice dated 26th May, 2017, convening the AGM, and with the consent of the Members present, the notice was taken as read. The Chairman informed to the Members that the Auditors Report was unqualified. The Company Secretary then read the Auditor's Report and summary of valid proxies received as entered in the Proxy Register.

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

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

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

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

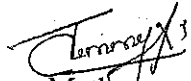


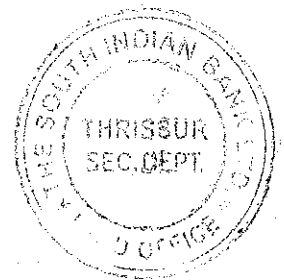
Sl. No	Descripton	Type of Resolution
1.	To Adopt Financial Results for the year ended 31st March, 2017	Ordinary
2.	To declare dividend	Ordinary
3.	To appoint Sri Achal Kumar Gupta as Director in place of Sri Cheryan Varkey, Director retiring by rotation	Ordinary
4.	To Appoint Statutory Central Auditors of the Bank and fixing their remuneration.	Ordinary
5.	To appoint Branch Auditors in consultation with Statutory Auditors	Ordinary
6.	To ratify the appointment of Sri Salim Gangadharan as Non- Executive Part time Chairman and approve the payment of remuneration and other terms and conditions of appointment for a period of 3 years w.e.f. 02.11.2016 to 01.11.2019	Ordinary
7.	To Re-appoint Sri V. G. Mathew as Managing Director & CEO and approve the payment of remuneration and other terms and conditions of appointment for a period of 3 years w.e.f. 01.10.2017 to 30.09.2020	Special
8.	To pass a special resolution for exercising the borrowing powers of the Bank pursuant to Section 180(1)(c) of the Companies Act, 2013.	Special
9.	To Augment the Paid-up Capital of the Bank by further issue of shares.	Special
10.	To Approve the borrowing / raising funds in Indian /foreign currency by issue of debt securities upto Rs.500 crore on private placement basis	Special

All the resolutions were passed with requisite majority.

The meeting came to an end at 11.45 A.M.

For The South Indian Bank Limited

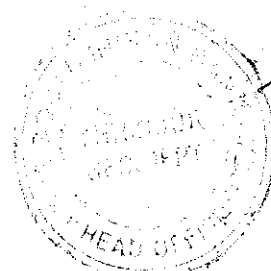

Jimmy Mathew
Company Secretary



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

The shareholders at the 89th Annual General meeting of The South Indian bank Limited approved the following resolutions, which constitute material events under Regulation 30 read with Schedule III of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

1. Sri Cheryan Varkey (DIN-06884551), Director liable to retire by rotation, does not offer himself for re-appointment be not re-appointed as a Director of the Bank and in his place Sri Achal Kumar Gupta (DIN-02192183), who has been appointed as an Additional Director with effect from January 11, 2017 and who holds office up to the date of this Annual General Meeting, is appointed as a Director of the Bank (in the Majority Sector), whose period of office is liable to retire by rotation.
2. Any one of the following firms of Chartered Accountants, subject to the approval of Reserve Bank of India, will be appointed as Statutory Central Auditors of the Bank for the period commencing from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting of the Bank, on such remuneration as shall be decided by the Board of Directors or any Committee thereof.
 - a) M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai (Firm Regn. No. 008072S);
 - b) M/s S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (Firm Regn. No. 301003E/E300005);
 - c) M/s Walker Chandiook & Co. LLP, Chartered Accountants Kochi (Firm Regn.No.001076N/N500013)".
3. Approval of shareholders was obtained to take on record the RBI Approval including the payment of remuneration and terms of appointment of Sri Salim Gangadharan (DIN: 06796232), as Non-Executive – Part time Chairman of the Bank, for a period of three (3) years from November 2, 2016 as recommended by the Board of Directors of the Bank
4. Approval of shareholders was obtained for re-appointment of Mr. V. G. Mathew (DIN: 05332797), as Managing Director and Chief Executive Officer of the Bank for a further period of three years effective as from October 1, 2017 till September 30, 2020 on the terms and conditions and the remuneration approved by the Board of Directors subject to the approval of Reserve Bank of India



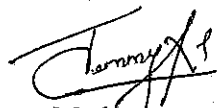
Cherry

5. Approval of shareholders was obtained for augmenting Tier I capital by way of increasing the paid-up capital of the Bank by issue of equity shares not exceeding Rs.20 crores in nominal value, in one or more tranches, on such terms and conditions as it may deem fit, subject to the approval of Reserve Bank of India, and other regulatory authorities, if any. The mode, price and time of the issue will be intimated in due course.

6. Approval of shareholders was obtained for issuing Basel III compliant Tier I/II Bonds, to be considered for Capital Fund purpose and / or Long term bonds for Infrastructure (Project) Finance and Affordable Housing in the nature of debentures on private placement basis, for a total face value not exceeding Rs. 500 Crores.

This is for your information and record.

For The South Indian Bank Limited

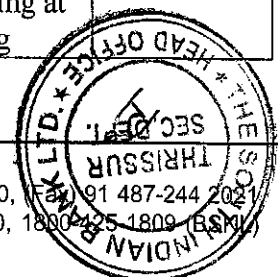


Jimmy Mathew
Company Secretary

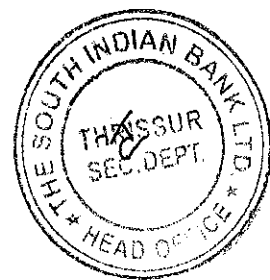


Information pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to Annual General Meeting of the South Indian Bank Limited held on Tuesday, July 11, 2017.

Sr. No.	Particulars	Details		
1.	Date of AGM	11 th July, 2017		
2.	Total number of Shareholders on record date (cut- off date for voting) i.e. July 4, 2017 Promoters and Promoter Group Public	NIL 2,99,941		
3.	No. of persons present in the meeting either in person or through proxy Promoters and Promoter Group Public	NIL 544		
4.	No. of shareholders attended the meeting through video conferencing Promoters and Promoter Group Public	Not applicable Not applicable		
5.	Agenda-wise			
Sl.No	Agenda	Type of Resolution	Mode of Voting	Remarks
1.	To Adopt Financial Results for the year ended 31st March, 2017	Ordinary	Remote E-voting/Venue E-voting/Physical Ballot voting at the meeting	Passed with requisite majority
2.	To declare dividend	Ordinary	Remote E-voting/Venue E-voting/Physical Ballot voting at the meeting	Passed with requisite majority
3.	To appoint Sri Achal Kumar Gupta as Director in place of Sri Cheryan Varkey, Director retiring by rotation	Ordinary	Remote E-voting/Venue E-voting/Physical Ballot voting at the meeting	Passed with requisite majority
4.	To Appoint Statutory Central Auditors of the Bank and fixing their remuneration.	Ordinary	Remote E-voting/Venue E-voting/Physical Ballot voting at the meeting	Passed with requisite majority



	To appoint Branch Auditors in consultation with Statutory Auditors	Ordinary	Remote E-voting/Venue E-voting/Physical Ballot voting at the meeting	Passed with requisite majority
6.	To ratify the appointment of Sri Salim Gangadharan as Non- Executive Part time Chairman and approve the payment of remuneration and other terms and conditions of appointment for a period of 3 years w.e.f. 02.11.2016 to 01.11.2019	Ordinary	Remote E-voting/Venue E-voting/Physical Ballot voting at the meeting	Passed with requisite majority
7.	To Re-appoint Sri V. G. Mathew as Managing Director & CEO and approve the payment of remuneration and other terms and conditions of appointment for a period of 3 years w.e.f. 01.10.2017 to 30.09.2020	Special	Remote E-voting/Venue E-voting/Physical Ballot voting at the meeting	Passed with requisite majority
8.	To pass a special resolution for exercising the borrowing powers of the Bank pursuant to Section 180(1)(c) of the Companies Act, 2013.	Special	Remote E-voting/Venue E-voting/Physical Ballot voting at the meeting	Passed with requisite majority
9.	To Augment the Paid-up Capital of the Bank by further issue of shares.	Special	Remote E-voting/Venue E-voting/Physical Ballot voting at the meeting	Passed with requisite majority
10.	To Approve the borrowing / raising funds in Indian /foreign currency by issue of debt securities upto Rs.500 crore on private placement basis	Special	Remote E-voting/Venue E-voting/Physical Ballot voting at the meeting	Passed with requisite majority



Resolution No.1- Ordinary Resolution
To Adopt Financial Results for the year ended 31st March, 2017

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

Category	Mode of Voting	No. shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group		-	-	-	-	-	-	-
	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	1014769997	644129523	63.48	644129523	0	100.00	0.00
Public-Institutional holders								
	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	788648778	94149333	11.94	94148902	431	100.00	0.00
Public-others								
Total		1803418775	738278856	40.94	738278425	431	100.00	0.00

Resolution No.2- Ordinary Resolution

To declare dividend

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

Category	Mode of Voting	No. shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group		-	-	-	-	-	-	-
	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	1014769997	648101038	63.87	648101038	0	100.00	0.00
Public-Institutional holders								
	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	788648778	94149387	11.94	94148787	600	100.00	0.00
Public-others								
Total		1803418775	742250425	41.16	742249825	600	100.00	0.00



Resolution No.3- Ordinary Resolution

To appoint Sri Achal Kumar Gupta as Director in place of Sri Cheryan Varkey, Director retiring by rotation
Whether Promoter/Promoter group are interested in the agenda/resolution: Not Applicable

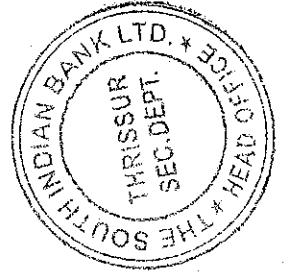
Category	Mode of Voting	No. shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group		(1)	(2)	$(3)=[(2)/(1)*100]$		(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	1014769997	642227193	63.29	642227193	0	100.00	0.00
Public-Institutional holders								
	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	788648778	94149057	11.94	94104200	44857	99.95	0.05
Public-others		1803418775	736376250	40.83	736331393	44857	99.99	0.01
Total								

Resolution No.4- Ordinary Resolution

To Appoint Statutory Central Auditors of the Bank and fixing their remuneration.

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

Category	Mode of Voting	No. shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group		(1)	(2)	$(3)=[(2)/(1)*100]$		(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	1014769997	641899202	63.26	638846703	3052499	99.52	0.48
Public-Institutional holders								
	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	788648778	94149387	11.94	94148787	600	100.00	0.00
Public-others		1803418775	736048589	40.81	732995490	3053099	99.59	0.41
Total								



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Resolution No.5- Ordinary Resolution

To appoint Branch Auditors in consultation with Statutory Auditors.

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

Category	Mode of Voting	No. shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	1014769997	641899202	63.26	638846703	3052499	99.52	0.48
Public-Institutional holders	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	788648778	94149387	11.94	94128781	20606	99.98	0.02
Total		1803418775	736048589	40.81	732975484	3073105	99.58	0.42

Resolution No.6- Ordinary Resolution

To ratify the appointment of Sri Salim Gangadharan as Non- Executive Part time Chairman and approve the payment of remuneration and other terms and conditions of appointment for a period of 3 years w.e.f. 02.11.2016 to 01.11.2019

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

Category	Mode of Voting	No. shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	1014769997	648101038	63.87	648101038	0	100.00	0.00
Public-Institutional holders	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	788648778	94118551	11.93	94093403	25148	99.97	0.03
Total		1803418775	742219589	41.16	742194441	25148	100.00	0.00



Resolution No.7- Special Resolution

To Re-appoint Sri V. G. Mathew as Managing Director & CEO and approve the payment of remuneration and other terms and conditions of appointment for a period of 3 years w.e.f. 01.10.2017 to 30.09.2020

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

Category	Mode of Voting	No. shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	-	-	-	-	-	-	-
Public-Institutional holders	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	1014769997	648101038	63.87	648101038	0	100.00	0.00
Public-others	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	788648778	94149057	11.94	94124262	24795	99.97	0.03
Total		1803418775	742250095	41.16	742225300	24795	100.00	0.00

Resolution No.8- Special Resolution

To pass a special resolution for exercising the borrowing powers of the Bank pursuant to Section 180(1)(c) of the Companies Act, 2013.

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

Category	Mode of Voting	No. shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	-	-	-	-	-	-	-
Public-Institutional holders	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	1014769997	648101038	63.87	648101038	0	100.00	0.00
Public-others	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	788648778	94149057	11.94	94148423	634	100.00	0.00
Total		1803418775	742250095	41.16	742249461	634	100.00	0.00



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Resolution No.9- Special Resolution

To Augment the Paid-up Capital of the Bank by further issue of shares.

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

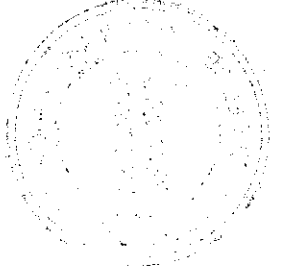
Category	Mode of Voting	No. shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group								
	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	1014769997	648101038	63.87	645474537	2626501	99.59	0.41
Public-Institutional holders								
	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	788648778	94147014	11.94	94143646	3368	100.00	0.00
Public-others		1803418775	742248052	41.16	739618183	2629869	99.65	0.35
Total								

Resolution No.10- Special Resolution

To Approve the borrowing / raising funds in Indian /foreign currency by issue of debt securities upto Rs.500 crore on private placement basis

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

Category	Mode of Voting	No. shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group								
	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	1014769997	648101038	63.87	648101038	0	100.00	0.00
Public-Institutional holders								
	Remote e-voting/Venue e-voting/Physical Ballot voting at the meeting	788648778	94149057	11.94	94136680	12377	99.99	0.01
Public-others		1803418775	742250095	41.16	742237718	12377	100.00	0.00
Total								



Corp. Office : 39/3519 B, 1st Floor
Padmam Apartments, Ravipuram, Kochi
Ernakulam, Kerala, India - 682 016

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+91 484 2356449 (Regd. Office)
+91 484 2357039 (Corp. Office)

**SCRITINIZER REPORT FOR REMOTE E-VOTING AND VOTING AT THE VENUE OF
ANNUAL GENERAL MEETING OF THE SOUTH INDIAN BANK LIMITED**

To

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

89th Annual General Meeting of the Equity Shareholders of **The South Indian Bank Limited** held on Tuesday, 11th day of July 2017 at Casino Cultural Auditorium Ltd., T. B. Road, Thrissur - 680 001 at 10.00 A.M.

Sub: Passing of resolutions through Remote Electronic Voting and Electronic Voting at venue of 89th Annual General Meeting of The South Indian Bank Limited.

I, sivakumar p., Company Secretary in Practice, holding Membership Number: FCS - 3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, 39/3519 B, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, have been appointed as the scrutinizer for the Remote Electronic Voting and Voting at venue of meeting of the undernoted resolutions at the 89th Annual General Meeting of the Equity shareholders of **The South Indian Bank Ltd (CIN: L65191KL1929PLC001017)** held on Tuesday 11th day of July 2017 at Casino Cultural Auditorium Limited, T. B. Road, Thrissur - 680 001 at 10.00 A.M.

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

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above Remote Electronic Voting remained open to the members from Saturday the 8th day of July 2017 (10.00 A.M.) to Monday the 10th day of July 2017 (5.00 P.M.). Further the remote e-voting period was completed on the date preceding the date of Annual General Meeting.



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

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

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

On completion of the remote e-voting period and electronic voting facility provided at the venue of the Annual General Meeting, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 11th day of July 2017, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this report.

The result of the Electronic voting is as under:

Resolut ion No.	Subject Matter of Resolution	Total No. of shares through E-voting	ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
			No. of Votes through E-voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes through E-voting
ORDINARY BUSINESS							
1	Adoption of Audited Financial Statements for the financial year ended 31 st March 2017 together with the Reports of Board of Directors' and Auditor's thereon.	738278856	738278425	99.99	40.94	431	0
2	Declaration of dividend	742250425	742249825	99.99	41.16	600	0



3	Appointment of Sri. Achal Kumar Gupta (DIN: 02192183) as Director of the Bank, liable to retire by rotation, in place of Sri Cheryan Varkey (DIN-06884551) who retires by rotation and does not offer himself for re-appointment	736376250	736331393	99.99	40.83	44857	0.01
4	Appointment of Statutory Central Auditors of the Bank and to fix their remuneration	736048589	732995490	99.59	40.64	3053099	0.41
SPECIAL BUSINESS (Ordinary Resolution):							
5	Appointment and fixation of the remuneration of branch auditors in consultation with the Central Statutory Auditors	736048589	732975484	99.58	40.64	3073105	0.42
	Ratification of appointment and						
6	payment of remuneration of Mr. Salim Gangadharan (DIN: 06796232), as Non-Executive - Part time Chairman of the Bank as per the terms and conditions approved by the RBI, for a period of three (3) years with effect from November 2, 2016	742219589	742194441	99.99	41.15	25148	0
SPECIAL BUSINESS (Special Resolution):							
7	Re-appointment of Mr. V. G. Mathew (DIN: 05332797), as Managing Director and Chief Executive Officer of the Bank and to approve the payment of remuneration and other terms and conditions, for a further period of three years with effect from October 1, 2017 upto September 30, 2020	742250095	742225300	99.99	41.16	24795	0

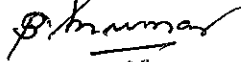


8	Increase of the borrowing limits of the Bank upto Rs. 10,000 Crore (Rupees Ten Thousand Crore) pursuant to Section 180 (1)(c) of the Companies Act, 2013.	742250095	742249461	99.99	41.16	634	0
9	Issue of Securities pursuant to Section 62 (1)(c) of the Companies Act, 2013, for a nominal amount not exceeding in aggregate of Rs. 20 Crore (Rupees Twenty Crore only)	742248052	739618183	99.65	41.01	2629869	0.35
10	Approval of borrowing/raising of funds in Indian/ foreign currency by issue of debt securities up to an amount not exceeding Rs. 500 crore (Rupees Five Hundred Crore only)	742250095	742237718	99.99	41.16	12377	0

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

Thank you

Yours faithfully
For SVJS & Associates
Company Secretaries



P. SIVAKUMAR
Managing Partner
CP No: 2210



Witnesses to the unblocking of votes:

1. Syam moham.k
TMC 47/1193, Ragamalika (H)
Pudunkkara, Ayyambhole P.O
Thrissur - 680003
2. Nikhil George Pinto
Breeze College
Perumemoor
Cochin - 682015






I have received the report

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Salim Gangadharan
Non-Executive Chairman