

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L65191KL1929PLC001017

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCT0022F

(ii) (a) Name of the company

THE SOUTH INDIAN BANK LIM

(b) Registered office address

S I B HOUSE MISSION QUARTERST B ROAD  
THRISSUR  
Kerala  
680001  
India

(c) \*e-mail ID of the company

ho2006@sib.co.in

(d) \*Telephone number with STD code

04872420020

(e) Website

www.southindianbank.com

(iii) Date of Incorporation

25/01/1929

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange Limited	1,024
2	Bombay Stock Exchange Limited	1

(b) CIN of the Registrar and Transfer Agent

U74999TN2005PTC055403

Pre-fill

Name of the Registrar and Transfer Agent

BTS CONSULTANCY SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

M.S. Complex, Plot No. 8 (Near RTO, Kolathur)  
Sastri Nagar, Rettary, Kolathur

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K1	Banking activities by Central, Commercial and Saving banks	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SIB OPERATIONS AND SERVICE	U74999KL2021PLC069182	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	4,000,000,000	2,092,741,018	2,092,741,018	2,092,741,018
Total amount of equity shares (in Rupees)	4,000,000,000	2,092,741,018	2,092,741,018	2,092,741,018

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES OF Re.1/- EACH				
Number of equity shares	4,000,000,000	2,092,741,018	2,092,741,018	2,092,741,018
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	4,000,000,000	2,092,741,018	2,092,741,018	2,092,741,018

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	70,246,334	2,022,494,6	2092741018	2,092,741,0	2,092,741,	

<b>Increase during the year</b>	0	5,516,189	5516189	5,516,189	5,516,189	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	5,516,189	5516189	5,516,189	5,516,189	
Physical shares converted to Demat						
<b>Decrease during the year</b>	5,516,189	0	5516189	5,516,189	5,516,189	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	5,516,189	0	5516189	5,516,189	5,516,189	
Physical shares converted to Demat						
<b>At the end of the year</b>	64,730,145	2,028,010,8	2092741018	2,092,741,0	2,092,741,	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE683A01023

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)



Ledger Folio of Transferor			
<input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee			
<input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
<input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor			
<input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee			
<input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	127,000	100000,1000000	15,400,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			15,400,000,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	15,400,000,000	0	0	15,400,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

80,458,069,012.46

**(ii) Net worth of the Company**

60,980,030,197.56

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (promoters)**

0

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,364,441,172	65.2	0	
	(ii) Non-resident Indian (NRI)	148,640,491	7.1	0	
	(iii) Foreign national (other than NRI)	262,000	0.01	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	94,362,112	4.51	0	
4.	Banks	70,635	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	56,979,186	2.72	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	93,896,775	4.49	0	
10.	Others Clearing members, Trust, IE	334,088,647	15.96	0	
	<b>Total</b>	2,092,741,018	99.99	0	0

**Total number of shareholders (other than promoters)**

709,877

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

709,877

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	0	0
Members (other than promoters)	664,199	709,877
Debenture holders	5,077	7,392

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	9	1	8	0	0
(i) Non-Independent	1	4	1	2	0	0
(ii) Independent	0	5	0	6	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	9	1	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MURALI RAMAKRISHN	01028298	Managing Director	0	
KURIAN VATTAVAYAL	01806859	Director	0	
PAUL ANTONY	02239492	Director	10,470	
RADHA UNNI	03242769	Director	0	
SANKARA NARAYANA	05230407	Director	0	
SALIM GANGADHARAI	06796232	Director	20,000	
MAZHUVANCHERI KO	08207827	Director	0	
PRADEEP GODBOLE I	08259944	Director	0	
BENNY PAYYAPPILLY	09448424	Director	2,500	
JIMMY MATHEW	AOMPM8539G	Company Secretar	7,000	
CHITHRA HARIHARAN	AALPH2175C	CFO	79,842	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cession)
JOHN PARAYIL GEOR	07018289	Director	24/11/2022	CESSATION

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	12/07/2022	661,537	157	0.09

## B. BOARD MEETINGS

\*Number of meetings held

13

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/04/2022	10	10	100
2	12/05/2022	10	10	100
3	07/06/2022	10	10	100
4	12/07/2022	10	10	100
5	26/07/2022	10	10	100
6	30/08/2022	10	10	100
7	01/10/2022	10	10	100
8	20/10/2022	10	10	100
9	02/11/2022	10	9	90
10	07/12/2022	9	9	100
11	24/01/2023	9	9	100
12	01/03/2023	9	9	100

## C. COMMITTEE MEETINGS

Number of meetings held

36

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	11/04/2022	4	4	100
2	AUDIT COMMITTEE	12/05/2022	4	4	100
3	AUDIT COMMITTEE	27/05/2022	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	AUDIT COMM	24/06/2022	4	4	100
5	AUDIT COMM	26/07/2022	4	4	100
6	AUDIT COMM	22/08/2022	4	4	100
7	AUDIT COMM	27/09/2022	4	4	100
8	AUDIT COMM	20/10/2022	4	4	100
9	AUDIT COMM	29/11/2022	4	4	100
10	AUDIT COMM	28/12/2022	4	4	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	MURALI RAM	13	13	100	13	13	100	
2	KURIAN VAT	13	12	92.31	23	23	100	
3	PAUL ANTON	13	13	100	0	0	0	
4	RADHA UNNI	13	13	100	13	13	100	
5	SANKARA NA	13	13	100	18	18	100	
6	SALIM GANG	13	13	100	15	15	100	
7	MAZHUVANC	13	13	100	28	28	100	
8	PRADEEP GC	13	13	100	13	13	100	
9	BENNY PAYY	13	13	100	8	8	100	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MURALI RAMAKRISHNAN	MANAGING DIRECTOR	18,169,348		8,813,273	7,500,000	34,482,621
	Total		18,169,348		8,813,273	7,500,000	34,482,621

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JIMMY MATHEW	COMPANY SECRETARY	2,629,138.75			149,000	2,778,138.75
2	CHITHRA HARIHARAN	CFO	2,882,434.24			125,500	3,007,934.24
	Total		5,511,572.99	0	0	274,500	5,786,072.99

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SALIM GANGADHAR	NON-EXECUTIVE DIRECTOR	0			600,000	600,000
	Total		0		0	600,000	600,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

JAYAN K

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

7363

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ... **S-209/2020-21** dated **04/09/2020**

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

01028298

**To be digitally signed by**



- ☒ Company Secretary  
☐ Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

**List of attachments**

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



Sl. No. IX B, BOARD MEETINGS				
S. No	Date of Meeting	Total Number of Directors associated as on the date of meeting	Attendance	
			Number of Directors attended	% of attendance
13.	28-03-2023	9	9	100

Sl. No: IX C, COMMITTEE MEETINGS					
S. No.	Type of meeting	Date of meeting	Total number of members as on the date of the meeting	Number of members attended	% of attendance
11.	AUDIT COMMITTEE MEETING	24-01-2023	4	4	100
12.	AUDIT COMMITTEE MEETING	17-02-2023	4	4	100
13.	AUDIT COMMITTEE MEETING	22-03-2023	4	4	100
14.	NOMINATION AND REMUNERATION COMMITTEE MEETING	22-04-2022	4	4	100
15.	NOMINATION AND REMUNERATION COMMITTEE MEETING	10-05-2022 & 12-05-2022	4	4	100
16.	NOMINATION AND REMUNERATION COMMITTEE MEETING	04-06-2022	4	4	100
17.	NOMINATION AND REMUNERATION COMMITTEE MEETING	19-07-2022	4	4	100
18.	NOMINATION AND REMUNERATION COMMITTEE MEETING	29-08-2022	4	4	100
19.	NOMINATION AND REMUNERATION COMMITTEE MEETING	30-11-2022	3	3	100
20.	NOMINATION AND REMUNERATION COMMITTEE MEETING	30-12-2022	3	3	100
21.	NOMINATION AND REMUNERATION COMMITTEE MEETING	21-01-2023	3	3	100
22.	NOMINATION AND REMUNERATION COMMITTEE MEETING	28-02-2023	3	3	100

23.	NOMINATION AND REMUNERATION COMMITTEE MEETING	27-03-2023	3	3	100
24.	STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING	18-06-2022	4	4	100
25.	STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING	17-09-2022	4	4	100
26.	STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING	16-11-2022	4	4	100
27.	STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING	28-02-2023	3	3	100
28.	RISK MANAGEMENT COMMITTEE MEETING	10-06-2022	5	5	100
29.	RISK MANAGEMENT COMMITTEE MEETING	13-09-2022	5	5	100
30.	RISK MANAGEMENT COMMITTEE MEETING	06-12-2022	5	5	100
31.	RISK MANAGEMENT COMMITTEE MEETING	16-02-2023	5	5	100
32.	RISK MANAGEMENT COMMITTEE MEETING	24-03-2023	5	5	100
33.	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETING	18-06-2022	4	4	100
34.	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETING	17-09-2022	4	4	100
35.	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETING	16-11-2022	4	4	100
36.	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETING	28-02-2023	3	3	100

### FORM No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

#### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **The South Indian Bank Limited** (CIN:L65191KL1929PLC001017) (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made there under for the financial year ended on **31<sup>st</sup> March, 2023**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that:

- A. The Annual Return states the facts pertaining to the Companies Act, 2013 as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act and Rules made there under in respect of:
  1. Its status under the Act;
  2. Maintenance of registers/records and making entries therein within the time prescribed therefor;
  3. Filing of forms and returns, with the Registrar of Companies. No forms and returns were required to be filed with Regional Director, Central Government, the Tribunal, Court or other authorities. The particulars of forms filed during the aforesaid period are as per **Annexure I**;
  4. Calling/convening/holding meetings of Board of Directors and its committees and the meeting of the members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. No resolutions were passed by way of postal ballot during the reporting period;
  5. Closure of register of members during the period;
  6. The Company has not given any advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act;
  7. contracts/arrangements with related parties as specified in section 188 of the Act

8. The Company has delivered during the year ended on 31st March, 2023, share certificates/ letters of confirmation as per SEBI's operational guidelines, for execution of transmission of securities in all instances. There was no transfer, issue or allotment or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/conversion of shares/securities.
9. Keeping in abeyance the rights to dividend, rights shares (1250 Equity Shares) pending registration of transfer of shares based on Court Injunction and in compliance with the provisions of the Act;
10. Transfer of unpaid/unclaimed dividend/other amounts as applicable were made to the Investor Education and Protection Fund in accordance with Section 125 of the Act. No dividend was declared during the period.
11. Signing of audited financial statements as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/appointment/re-appointment/retirement/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment of auditors as per the provisions of Section 139 of the Act;
14. The Company was not required to obtain approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company being a Banking Company, the acceptance/renewal/repayment of deposits under Chapter V-Acceptance of deposits by Companies, and Rules made thereunder, are not applicable;
16. borrowings from banks, financial institutions and others. There were no borrowings from its directors or members. The Company was not required to create any charges during the period.
17. Being a Banking Company, the provisions of Section 186 are not applicable in respect of loan made, guarantee given or security provided or any investment made, in the ordinary course of its business;
18. There was no alteration of the provisions of the Memorandum and/Articles of Association of the Bank during the period.

This Certificate is to be read with **Annexure II** of even date and the same forms an integral part of this Certificate.



**Peer Review Certificate No.648 / 2019**

**For SVJS & Associates  
Company Secretaries**

**CS Jayan K.  
Partner  
CP No.: 7363, FCS: 8154**

Kochi  
30.07.2023

**Annexure I**

**Forms filed during the Financial Year 2022-23**

Sl. No.	Name of E-form	Purpose of E-form	Date of filing	Within the
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				time/No t
1.	MGT-14	Form for Filing of Resolutions and agreements to the Registrar:  1. Investment up to 50 Cr. in Commercial paper of Edelweiss Broking Limited- Board Resolution 2. Investment upto 100 Cr. in Tier II Bonds of Karnataka Bank Ltd- Board Resolution	18/04/2022	Yes
2.	MSME-1	Form for furnishing half yearly return with the registrar in respect of outstanding payments to Micro or Small Enterprises for the period October to March 2022	27/04/2022	Yes
3.	IEPF-3	Statement of shares and unclaimed or unpaid dividend not transferred to the Investor Education and Protection Fund for the financial year ended on 31.03.2022	12/05/2022	No
4.	MGT-14	Form for Filing of Resolutions and agreements to the Registrar:  1. Grant of Options to Mr. Murali Ramakrishnan, MD & CEO under SIB ESOS 2008 -11th Tranche - as fully paid equity shares of 399171 options- Board Resolution	20/05/2022	Yes
5.	MGT-14	Form for Filing of Resolutions and agreements to the Registrar:  1. Approval of Standalone and Consolidated Audited Balance sheet and Profit and Loss account and Cash flow statement of the bank for the Financial year ended 31.03.2022- Board Resolution	09/06/2022	Yes
6.	MGT-14	Form for Filing of Resolutions and agreements to the Registrar:  1. Investment up to 100 Cr. in Secured Non-Convertible Debentures of HDFC Ltd.- Board Resolution 2. Investment up to 50 Cr. in Secured Floating Rate Bond of Northern ARC Capital Limited.- Board Resolution 3. Approve and Recommend to the shareholders to increase in the maximum variable remuneration payable to Sri Murali Ramakrishnan from financial year 2021-22.- Board Resolution 4. Approval of Directors Report, Corporate	05/07/2022	Yes

		<p>Governance Report, Management Discussion and Analysis Report along with annexures for the 94th AGM for 2021-22.- Board Resolution</p> <p>5. Approval for Issue of Tier I Capital.- Board Resolution</p> <p>6. Approval for Issue of Bonds/Debentures/Securities on private placement basis.- Board Resolution</p>		
7.	ADT-1	<p>Appointment of Joint Auditors CNK &amp; Associates LLP and K VenkatachalamAiyer&amp; Co in AGM held on 12/07/2022.</p> <p>CNK &amp; Associates LLP Re-appointed for the 2 nd term for 2 years from 01.04.2022 to 31.03.2024</p> <p>K VenkatachalamAiyer&amp; Co appointed for the first term of 3 years from 01.04.2022 to 31.03.2025</p>	25/07/2022	Yes
8.	DIR-12	<p>1. Change in designation of Mr. Benny P Thomas (09448424)</p> <p>2. Change in designation of Mr. Pradeep M Godbole (Din: 08259944)</p> <p>3. Change in designation of Mrs. Radha Unni (DIN: 03242769)</p> <p>4. Change in designation of Mr. Salim Gangadharan( DIN: 06796232)</p>	27/07/2022	Yes
9.	MGT-14	<p>Form for Filing of Resolutions and agreements to the Registrar:</p> <p>1. Adoption of of Financial Statements, Board's Report and Auditors Report through VC._ Shareholders Ordinary Resolution</p> <p>2. Re-appointment of Sri. Paul Antony (DIN: 02239492) who retires by rotation under Section 152 of the Companies Act, 2013.- Shareholders Ordinary Resolution</p> <p>3. Appointment of Joint Statutory Auditors M/s CNK &amp; Associates LLP and M/s. K Venkatachalam Aiyer&amp; Co and fixation of remuneration- Shareholders Ordinary Resolution</p> <p>4. Appointment of Sri. Benny P Thomas (DIN: 09448424) as non-executive Director of the Bank.- Shareholders Ordinary Resolution</p> <p>5. Revision of the variable pay to Sri. Murali Ramakrishnan (DIN: 01028298), Managing Director and CEO of the Bank- Shareholders Ordinary Resolution</p> <p>6. Re-appointment of Sri Salim</p>	27/07/2022	Yes

		<p>Gangadharan, (DIN: 06796232) as Independent Director of the Bank and appointment as Non-Executive Part time Chairman of the Bank.- Shareholders Special Resolution</p> <p>7. Re-appointment of Sri V.J. Kurian, (DIN: 01806859) as Independent Director of the Bank.- Shareholders Special Resolution</p> <p>8. Appointment of Sri. Pradeep M Godbole (DIN: 08259944) as Independent Director of the Bank.- Shareholders Special Resolution</p>		
10.	MGT-14	<p>Form for Filing of Resolutions and agreements to the Registrar:</p> <p>1. Appointment of Smt. Radha Unni (DIN: 03242769) as Independent Director of the Bank.- Shareholders Special Resolution</p> <p>2. Raising of Tier- I capital of the Bank through issuance of Securities, for an amount not exceeding in the aggregate ` 2,000.00 Crore (Rupees Two Thousand Crore only)- Shareholders Special Resolution</p> <p>3. Raising of funds by issue of bonds/debentures/ securities on private placement basis for an amount not exceeding 500.00 Crore (Rupees Five Hundred Crore only)- Shareholders Special Resolution</p>	27/07/2022	Yes
11.	MGT-15	Form for filing report on AGM	27/07/2022	Yes
12.	AOC-4	Filing of Financial Statement for the FY 2021-22	04/08/2022	Yes
13.	AOC-4 CFS	Filing of Consolidated Financial Statement for the FY 2021-22	13/08/2022	No
14.	IEPF-1	Statement of amounts credited to Investor Education and Protection Fund	17/08/2022	Yes
15.	IEPF-2	Statement of unclaimed and unpaid Amounts	17/08/2022	Yes
16.	MGT-7	Filing of Annual Return for the FY 2021-22	19/08/2022	Yes
17.	IEPF-4	Statement of shares transferred to the IEPF Authority	10/09/2022	Yes
18.	MGT-14	<p>Form for Filing of Resolutions and agreements to the Registrar:</p> <p>1. Appointment of M/s. SVJS &amp; Associates, Company Secretaries, Kochi as the Secretarial Auditors of the Company for</p>	18/11/2022	Yes

		the Financial year 2022-23.-Board Resolution		
19.	DIR-12	Retirement of Mr. Parayil John George Tharakan (DIN: 7018289) from his office as Independent Director with effect from 25.11.2022	21/12/2022	Yes
20.	IEPF-3	Resubmission of Statement of shares and unclaimed or unpaid dividend not transferred to the Investor Education and Protection Fund for the financial year ended on 31.03.2019	30/12/2022 (Resubmission)	Yes
21.	IEPF-3	Resubmission of Statement of shares and unclaimed or unpaid dividend not transferred to the Investor Education and Protection Fund for the financial year ended on 31.03.2020	27/02/2023 (Resubmission)	Yes
22.	IEPF-3	Resubmission of Statement of shares and unclaimed or unpaid dividend not transferred to the Investor Education and Protection Fund for the financial year ended on 31.03.2021	07/03/2023 (Resubmission)	Yes
23.	MGT-14	Form for Filing of Resolutions and agreements to the Registrar:  1. Approval of Investment up to Rs. 5 Crores in Redeemable, Cumulative, Unlisted, Non-Convertible Preference shares of the Clearing Corporation of India Limited - Board Resolution.	30/03/2023	Yes
24.	CSR-2	Report on Corporate Social Responsibility (CSR) for the financial year 2021-22	30/03/2023	Yes

**Peer Review Certificate No.648 /2019**

**For SVJS & Associates  
Company Secretaries**

**CS Jayan K.  
Partner  
CP No.: 7363, FCS: 8154**

Kochi  
30.07.2023

## **Annexure II**

### **ANNEXURE TO MGT- 8 OF EVEN DATE**

Our Certificate of MGT 8 as per Section 92(2) of the Companies Act, 2013 read with Rule 11(2) of Companies (Management and Administration) Rules, 2014 of even date is to be read along with this Annexure.

1. Maintenance of the registers and records is the responsibility of the management of the Company. Our responsibility is to verify and to express an opinion on these records and their contents.
2. We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the MGT 8 Certificate. We believe that the processes and practices we followed provide a reasonable basis for our certification.
3. The correctness and appropriateness of financial records and Books of Accounts of the Company have not been verified.
4. We have obtained representation from the Management of the Company about the compliance of laws, rules and regulations, happening of events etc., wherever required.
5. While forming an opinion on compliance and issuing the Certificate, we have also taken into consideration the compliance related actions taken by the Company after 31<sup>st</sup> March 2023 but before issue of the Certificate.
6. We have considered actions carried out by the Company based on independent legal/professional opinion as being in compliance with law, wherever there was scope for multiple interpretations.

**Peer Review Certificate No.648 /2019**

**For SVJS & Associates  
Company Secretaries**



**CS Jayan K.**  
**Partner**  
**CP No.: 7363, FCS: 8154**

Kochi  
30.07.2023

