

DEPT : SECRETARIAL  
REF No. SEC/ST EX.STT/ 03 /2017-18

April 11, 2017

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


BSE Ltd.  
First Floor, New Trading Wing,  
Rotunda Building, P J Towers,  
Dalal Street, Fort,  
**Mumbai – 400 001.**

Dear Sirs,

**Sub: Quarterly Compliance Report on Corporate Governance (Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015**

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, we send herewith the Quarterly Compliance Report on Corporate Governance in the prescribed format, for the 4<sup>th</sup> quarter ended on 31<sup>st</sup> March, 2017.

Yours faithfully,



(JIMMY MATHEW)  
COMPANY SECRETARY

Encl: a.a.

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of Listed Entity : The South Indian Bank Limited  
 Quarter ending : 31.03.2017

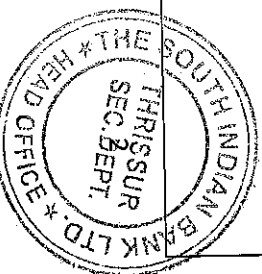
<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms)	Name of the Director	PAN&DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term/cessation	Tenure* (in Years)	No of Directorship listed in entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Salim Gangadharan	PAN: AALPS7777D DIN: 06796232	Non- Executive Chairman	16.01.2014	-	1	-	-
Mr.	V.G.Mathew	PAN: AIRPM7314G DIN: 05332797	Executive- Managing Director & CEO	01.10.2014	-	1	-	-
Mr.	Mohan E. Alapatt	PAN:AALPA1734G DIN: 00025594	Non- Executive- Independent	01.03.2010	7	1	1	-
Mr.	K.Thomas Jacob	PAN: ACLPJ3497P DIN: 00812892	Non- Executive- Independent	31.08.2010	6	1	-	1



Dr.	John Joseph Alapatt	PAN: ACJJP4380P DIN: 00021735	Non-Executive-Independent	24.09.2012	4	1	1	-
Mr.	Francis Alapatt	PAN: AABPF1073F DIN: 01419486	Non-Executive-Independent	01.11.2013	3	1	1	-
Mr.	Cheryan Varkey	PAN: ABDDPV6686P DIN: 06884551	Non-Executive	28.05.2014	-	1	1	-
Mrs.	Ranjana S. Salgaocar	PAN: ABYPS1940G DIN: 00120120	Non-Executive-Independent	01.10.2014	2	1	-	1
Mr.	Parayil George John Tharakan	PAN: AFGPT8842N DIN: 07018289	Non-Executive-Independent	25.11.2014	2	1	1	-
Mr.	Achal Kumar Gupta	PAN: ACJPG8945M DIN: 02192183	Non-Executive-Independent	11.01.2017	-	1	1	-

# Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.  
\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of Listed entity in continuity without any cooling off period.

II. Composition of Committee		Name of Committee members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)
1. Audit Committee		Mr. K. Thomas Jacob Mr. Cheryan Varkey Mr. Mohan E. Alapatt Mr. Achal Kumar Gupta	Non-Executive-Independent Non-Executive Non-Executive-Independent Non-Executive-Independent
2. Nomination & Remuneration Committee		Dr. John Joseph Alapatt Mr. Mohan E. Alapatt Mr. Salim Gangadharan Ms. Ranjana S. Salgaocar	Non-Executive-Independent Non-Executive-Independent Non-Executive Chairman Non-Executive-Independent

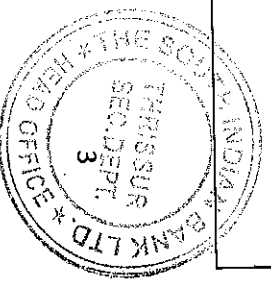


3. Risk Management Committee(if applicable)	Mr. Achal Kumar Gupta Mr. Salim Gangadharan Mr. V.G. Mathew Mr. K. Thomas Jacob Dr. John Joseph Alapatt	Non- Executive- Independent Non- Executive Chairman Executive - Managing Director & CEO Non- Executive- Independent Non- Executive- Independent
4. Stakeholders Relationship Committee <sup>§</sup>	Ms. Ranjana S. Salgaocar Mr. Francis Alapatt Mr. Parayil George John Tharakan Dr. John Joseph Alapatt	Non- Executive- Independent Non- Executive- Independent Non- Executive- Independent Non- Executive- Independent

<sup>§</sup>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive Meetings (in number of days)
	07.10.2016, 30.11.2016, 21.12.2016	11.01.2017, 15.03.2017, 29.03.2017	62 days

IV. Meeting of Committees	Date(s) of meeting of the committee in the Relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
<u>Audit Committee</u>	10.01.2017, 14.03.2017	Yes	07.10.2016, 30.11.2016	62 days
<u>Nomination &amp; Remuneration Committee</u>	11.01.2017	Yes	29.11.2016, 21.12.2016	
<u>Risk Management Committee</u>	27.02.2017	Yes	21.12.2016	




Stakeholders Relationship Committee			
15.03.2017	Yes	30.11.2016	

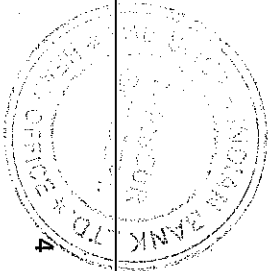
\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions		Compliance status (Yes/No/NA) <sup>refer note below</sup>
Subject		
Whether prior approval of audit committee obtained		N.A (NIL Transactions)
Whether shareholder approval obtained for material RPT		N.A (NIL Transactions)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A (NIL Transactions)

- VI. Affirmations**
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
    - a. Audit Committee
    - b. Nomination & remuneration committee
    - c. Stakeholders relationship committee
    - d. Risk management committee (applicable to the top 100 listed entities)
  3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:
    - *The Quarterly compliance report on Corporate Governance for the quarter ended 31<sup>st</sup> December, 2016 has been reviewed by the Board of Directors at their meeting held on 11.01.2017.*

Name & Designation

  
 (Jimmy Mathew)  
 Company Secretary



## ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: The South Indian Bank Limited

Year ending : 31.03.2017

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<i>Item</i>	<i>Compliance status (Yes/No/NA)<sup>Refer</sup> Note below</i>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
E-mail address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A
New name and the old name of the listed entity	N.A

<b>II Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status(Yes/No/NA)</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes



Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N.A.
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.



Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Non-Executive Directors	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

- 1) In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2) If status is "No" details of non-compliance may be given here.
- 3) If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**Name & Designation**



**(Jimmy Mathew)  
Company Secretary**

