

TRANSCRIPT

THE SOUTH INDIAN BANK LIMITED

Event: 93rd ANNUAL GENERAL MEETING

Event Date/Time: 18th August 2021 11:00 AM (IST)

Event Duration : 02: Hours 30 minutes

11.00 AM. (IST) Chairman confirms from Company Secretary that a quorum is present.

Presentation session:

<p>Mr. Salim Gangadharan (Chairman)</p>	<p>“Good Morning everyone, hearty welcome to the 93rd Annual General Meeting of The South Indian Bank Ltd. I am Salim Gangadharan, Chairman of the Bank. I am attending this AGM from the Regional Office of The South Indian Bank Ltd. at Trivandrum.</p> <p>Ladies and Gentlemen, the time now is 11.00 am. This AGM meeting is being held for the second time in succession through Video Conferencing and other audio-visual means in accordance with the circular issued by the Ministry of Corporate Affairs and the SEBI in view of the continuing Covid-19 pandemic situation and the social distancing norms to be followed.</p> <p>The Bank has taken the requisite steps to enable members to participate and vote on the items that are being considered at this AGM in terms of above said circulars and along with other provisions of the Companies Act, 2013 and the Rules made thereunder.</p> <p>A live streaming of this meeting is also being webcast on</p>
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	<p>NSDL's website.</p> <p>Before we start the main proceedings of the meeting, I request my esteemed colleagues in the video conference to introduce themselves.</p> <p>Mr.Murali Ramakrishnan</p>
Mr.Murali Ramakrishnan (MD & CEO)	Good Morning everyone, I am Murali Ramakrishnan, Managing Director & CEO of the Bank. I am attending this AGM from the Bank's Head office in Thrissur.
Mr. Salim Gangadharan (Chairman)	Madam. Ranjana S Salgaocar
Ms. Ranjana S Salgaocar (Director)	Good Morning Everybody, I am Ranjana Salgaocar, Independent Director. I am attending this AGM from my residence in Goa.
Mr. Salim Gangadharan (Chairman)	Mr. Parayil George John Tharakan
Mr. Parayil George John Tharakan: (Director)	Good Morning everyone, I am Parayil George John Tharakan, Independent Director. I am attending this AGM from the DICT Kakkanad, I am the Chairman of the CSR Committee of the Board. Thank You.
Mr. Salim Gangadharan	Ya, Thank You

(Chairman)	
Mr. Salim Gangadharan (Chairman)	Mr.V J Kurian Mr. Kurian We can't hear you. Can you just put the mic on? Kurian We can't hear you.
Mr.V J Kurian (Director)	Can you hear me now?
Mr. Salim Gangadharan (Chairman)	Ya,Ya, Fine. Thank You, thank you
Mr.V J Kurian (Director)	Thank you. Good Morning Everyone, I am V J Kurian, Independent Director. I am attending this AGM from my residence at Cochin. I am the Chairman of the Nomination and Remuneration Committee and the stakeholders Relationship Committee of the Board. Thank you
Mr. Salim Gangadharan (Chairman)	Mr.George Korah
Mr. M George Korah (Director)	Good Morning everyone, I am George Korah, Independent Director. I am attending this AGM from my office at Cochin. I am the chairman of Audit Committee of the Board
Mr. Salim Gangadharan (Chairman)	Mr.Pradeep M Godbole
Mr.Pradeep M Godbole (Director)	Good Morning everyone, this is Pradeep M Godbole, Non - Executive Director here. I am attending this meeting, AGM from my residence in Mumbai
Mr. Salim	Mr. Paul Antony

Gangadharan (Chairman)	
Mr. Paul Antony (Director)	Good Morning Everyone. I am Paul Antony, Non - Executive Director. I am attending this AGM from my residence at Aluva.
Mr. Salim Gangadharan (Chairman)	Mr. R A Sankara Narayanan
Mr. R A Sankara Narayanan (Director)	Good Morning Everyone I am Sankara Narayanan, attending this AGM from my residence at Chennai. I am also Chairman of Risk Management Committee of the Board
Mr. Salim Gangadharan (Chairman)	I request Chief Financial Officer and the Company Secretary who are also in the video conference to introduce themselves.
Ms. Chithra H (CFO)	Good Morning everyone, I am Chithra H, Chief Financial Officer, attending from the Head Office of the Bank in Thrissur.
Mr. Jimmy Mathew (Company Secretary)	Good Morning everyone, I am Jimmy Mathew, Company Secretary, attending the meeting from the Head Office, Thrissur.
Mr. Salim Gangadharan (Chairman)	Thank you all. Apart from these colleagues, we also have Mr. Thomas Joseph, Executive vice President, Mr. Anto George T Senior General Manager, Mr. Doraivel Sambandam, Senior General Manager and Chief Credit Officer and other key Executives of the Bank joining this meeting through video conference from their respective

locations.

Mr. Vivek Govind, Senior Partner of M/s Varma & Varma, Chartered Accountants, Kochi, representing the Statutory Central Auditors of the Bank, is attending from Kochi.

Mr. Vincent P.D., Managing Partner of M/s. SVJS & Associates, Company Secretaries, Ernakulam, The Secretarial Auditors of the company, is attending from Kochi.

Mr. S. Sankar, General Manager, BTS Consultancy Services Pvt. Ltd., Share Transfer Agent of the Bank, is attending from Chennai.

The Company Secretary has informed that we have the requisite quorum present through video conference to conduct the proceedings of this meeting.

The participation of members through video conference is being reckoned for the purpose of quorum as per the circulars issued by MCA and the Section 103 of the Companies Act, 2013.

The quorum being present, I call this meeting to order.

The Bank has taken all feasible measures under the current trying circumstances to enable members to participate through video conference and vote at the AGM. I thank all the members, colleagues on the Board, auditors and the

management team for joining this meeting over video conference. I hope all of you are safe and are in good health.

The Register of Directors and Key Managerial Personnel, the Register of contracts with related party and contracts and Bodies etc., in which directors are interested, Certificate from Statutory Auditors in terms of Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014, 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 on Employee Stock Option Scheme 2009 with changes proposed, Auditors Report and Secretarial Audit Report has been made available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send a requests to ho2006@sib.co.in. As the AGM is being held through video conference, the facility for appointment of proxies by the members is not allowed and hence there is no proxy register for inspection in respect of the said meeting.

The Bank has provided the facility to cast the votes electronically, on all resolutions set forth in the Notice dated 22nd July 2021. Members who did not cast their votes yet electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system provided by NSDL provided they are not barred from doing so otherwise. Members can

	<p>click on “Vote” tab on the video conference screen to avail of this feature.</p> <p>The shareholders who have cast their votes by remote e-voting prior to the AGM can also attend the AGM but shall not be entitled to cast their votes again.</p> <p>This being the AGM held through Video Conferencing and other audio visual means, I request Mr. Jimmy Mathew, Company Secretary to take you through certain instructions regarding the participation at this meeting.</p> <p>Jimmy...</p>
<p>Mr. Jimmy Mathew (Company Secretary)</p>	<p>Good morning everyone.</p> <p>Members may note that this Annual General Meeting is being held through video conference in accordance with the Companies Act 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI.</p> <p>The facility of participation at the AGM through Video Conferencing or other audio- visual means is being made available for members. All members who have joined this meeting are by default placed on mute mode by the host to avoid any disturbances arising from background noise and to ensure smooth and seamless conduct of the meeting.</p> <p>The Bank has received requests from a few members to register them as speakers at the meeting. Accordingly, the floor will be open for these members to ask questions or express their views. The moderator will facilitate this session once the Chairman opens the floor for questions and answers.</p>

	<p>Members are requested to refer to the Instructions provided in the notice or appearing on the video conference page, for a seamless participation through video conference. In case members face any difficulty, they may reach out on the helpline numbers.</p> <p>Thank you very much.</p>
<p>Mr. Salim Gangadharan (Chairman)</p>	<p>Thanks Jimmy, we will commence the proceedings with a silent prayer. Let us remember the shareholders, employees, and clients of the Bank who have left for their heavenly abode since we met last year and let us also remember the value and efforts made by the employees and the valued cooperation extended by stakeholders during this testing time of COVID pandemic.”</p> <p>A silent prayer please.</p>
<p><i>(After silent prayer)</i></p>	
<p>Mr. Salim Gangadharan (Chairman)</p>	<p>Thank You very much.</p> <p>A very Good Morning to all,</p> <p>I am delighted to welcome you all on behalf of the esteemed members of the Board to the 93rd Annual General Meeting of "The South Indian Bank Limited" for the financial year 2020-21, being held today through Video Conference. This is already our second virtual event of this kind, and we are really missing the intimacy and warmth of face- to- face interactions. I hope to find you all safe, and healthy as the pandemic continues to be at our doorsteps. A special thanks to you, all of you for joining virtually, at this critical juncture.</p> <p>I am addressing you at a time when the nation has been</p>

severely impacted by the Second wave of the pandemic. Undoubtedly, this is the most challenging test we had ever faced. It is time for all of us to remain acutely conscious of observing the health and safety measures to remain strong, guard against cynical despair and stay united in preserving our shared values and ethos. I wish this world would emerge victorious from the crisis created by the pandemic. The hour always is before the drawn, and we are beginning to glimpse the green shoots that give rise to cautious optimism. I am quite sure that all of us should stand united with a strong resolve to serve the community and express solidarity with the nation.

The Directors Report and the Audited Financial Statements for the financial Year ended March 31, 2021, are already with you and with your kind permission, I take them as read.

Before I present the performance of the Bank, I would like to briefly share with you the present macroeconomic and banking scenarios.

The pandemic disrupted the real economy, and not just the financial system alone. The surge in daily COVID-19 cases is likely to impact a fragile recovery, with significant correlation between lockdowns, reduced mobility and economic growth. An increasing number of State Governments were forced to resort to complete lockdowns or strict localised containment for prolonged periods, resulting in significant impact on economic activity.

This crisis has inflicted shocks to trade, cross-border travel, global production, and demand.

Economic prospects have diverged further across countries in the wake of the Second wave. Vaccine access has emerged as the principal fault line along which the global

recovery splits into two distinct blocks- those that can look forward to further normalisation that is the advanced countries and those that will still face resurgent infections, and mortality. The recovery, however, is not assured in those countries where infections are currently very low, so long as the virus is around elsewhere.

As per the IMF's July 2021 World Economic Outlook, the global economy is projected to grow at 6% in 2021 and 4.9% in 2022. Prospects for emerging markets and developing economies have been marked down for 2021, especially emerging Asia. Nevertheless, risks around the global baseline are on the downside.

In India, the stress on the banking sector was further accentuated by the pandemic. The exponential spread of COVID-19 has led to the GDP growth contracting by 7.3% in Financial Year 2021. The pandemic has a significant impact on economic activities and lending potential across sectors. Financial institutions, using their strong liquidity position, played a key role in reinvigorating the economy.

In the current financial year, India is expected to be one of the fastest growing economies in the world. As the vaccine rollout gathers momentum, the economy is expected to be on a much stronger footing, especially from the Second quarter. The Reserve Bank of India has projected the real GDP to grow at 9.5% in 2021-22; consisting of 21.4% growth in Q1; 7.3% in Q2; 6.3% in Q3; and 6.1% in Q4.

Performance of the Bank

The Key financial highlights for FY 2020-21 are summed up, as under:

- Our Bank achieved a total business of Rs.

	<p>1,42,129crore, consisting of deposits of Rs. 82,711crore and gross advances of Rs. 59,418crore as on March 31, 2021.</p> <ul style="list-style-type: none"> • CASA has grown from Rs. 20,760crore as on March 31, 2020 to Rs. 24,590crore as on March 31, 2021, with a growth of 18.45%. The Savings bank deposits grew by 15.48% on a year -on -year basis. • The Net Operating Income i.e Net Interest Income and other income of the Bank increased by Rs. 229.14 crore (6.81%) from Rs. 3,363.25crore to Rs. 3,592.39crore. • The Gross NPA has increased from 4.98% as on March 31, 2020 to 6.97% as on March 31, 2021 and Net NPA has increased from 3.34% as on March 31, 2020 to 4.71% as on March 31, 2021. Despite prompt and effective credit risk management and recovery measures due to the wide spread of COVID -19 Pandemic had impacted the portfolio quality. • With the focus on strengthening the financials, the Provision Coverage Ratio or otherwise called PCR has increased to 58.73 from previous level of 54.22. • The Capital Adequacy Ratio of our Bank was 15.42, under Basel III norms as on March 31, 2021, as against the RBI mandated level of 10.875. • As on March 31, 2021, the Book value per share of the Bank stood at Rs.27.75 (face value Re.1/-).
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- Our Bank has been successful in widening its network across India with 884 branches; 45 Extension Counters; 1315 ATMs/CRMs.
- During the year, our Bank was honoured with significant Institutional recognitions, awards and accolades for various initiatives undertaken.

Employees are the key drivers of our success. Human Resources Management is ingrained in the Bank's strategy. Our Vision 2024, as defined by the 6Cs – Capital, CASA, Cost-to-income, Competency building, Customer focus and Compliance has inculcated people development under the strategic initiative i.e., Competency building through augmenting the talent of young resources and revamping the organizational structure to build a pool of senior talent to deliver continued excellence.

The Bank believes in having an empowered team. While the management and senior leadership drive knowledge and guidance on a top-down approach, employees at all levels are given various opportunities to share their perspectives, experiences and seek professional options. A new dashboard called 'Exemplar' has been introduced where senior management team can share inspiring stories of their team members who have done exceedingly well in their roles. As a bottom-up approach, the Bank has introduced the concept of 'Suggestion Box' wherein employee suggestions relating to customer experience, employee friendliness, methods of cost reduction, etc. are captured. Further, a dedicated Committee with representatives from various departments evaluate the suggestions received. Employees can track the status of his/her suggestions on a real time basis. The activity is aimed at generating more ideas, increase problem solving skills among employees and encourage seamless downward and upward communication in the organization.

To augment the workforce in tune with the Bank's sustained growth and expanding network, major initiatives towards training, talent acquisition, motivation and retention have been continued in the FY 2020-21 as well. SIB Staff Training College and the Regional Training Centers identify skill gaps in the personnel and provide support for qualitative improvement. Staff members are also nominated to external training centers for being trained in specialized areas as well as to have higher exposure. During the financial year 2020-21, the Bank has imparted training to 3,834 officers and 1, 640 clerks in various aspects of banking operations. A total of 5,484 staff members were trained during the FY 2020-21, which is about 66% of total staff strength of 8,314 as on March 31, 2021. This is also in consonance with the Bank's priority of continuous up-gradation of skills.

The Bank is a market leader in adopting innovations in technology with a view to providing safe, secure, and convenient banking facilities to its customers. The Bank has introduced a host of services and facilities for enhancing customer satisfaction, which *inter alia* include the following:

- UI/UX Enhancement -The internet banking page is being redesigned to offer better customer experience, while transacting online.
- New Mirror+ application has been launched with new UI/ UX and new features.
- Money bloom in Mirror+
- Online option for Sovereign Gold Bond application and payment.
- SIB Namaste-To introduce Virtual Booking System for branch visit appointment booking.
- Outward remittance using Internet banking.
- Litigation Management system- Software for Credit Recovery Dept to monitor legal

proceedings once account turned NPA.

- Integrated POS - POS machines now enabled with additional payment options including Bharat QR and UPI.
- Tab based Aadhaar e-KYC instant account opening for individual Savings Accounts.
- Quick account opening facility at branch level through e-KYC acceptance with reduced paper involvement, processing time and interdepartmental dependency.
- Self on-boarding by opening SIB-Insta account through mobile devices using Aadhaar and PAN card.

Regarding Corporate Social Responsibility,

Our Bank is grateful to the society that has supported and encouraged the Bank during its long journey of growth and development. The Bank believes that no organization can make sustainable development without the patronage of the society. The Bank is committed to integrate social and environmental concerns in its business operations. Our Bank shall continue to have among its objectives, promotion and growth of national economy and shall continue to be mindful of its social and moral responsibilities to customers, shareholders and the society. In line with the CSR Policy and in accordance with the Companies Act, the Bank undertook various activities.

Our Bank has always given top priority to fulfilling its obligations under CSR. Diversified projects in the areas of healthcare, particularly in the context of the pandemic, education, sports and sanitation that would benefit the society as a whole are identified and the Bank wholeheartedly supports such initiatives.

The amount to be spent by the Bank towards CSR for FY 2020- 21 as per Section 135 of the Companies Act, 2013, comes to Rs.11.19 crore. The unspent CSR amount of

Rs.3.14 crore was transferred to ‘Unspent CSR Account’ on March 31, 2021, in compliance with Companies (Amendment) Act, 2021. The Bank had also embarked on some major projects last year in the field of education, healthcare, etc. By choosing long term sustainable projects, the Bank has taken an approach which brings steady and long-lasting impact on the society.

On risk Management, The risk governance framework of the Bank is based on a clear understanding of various risks, disciplined risk assessment, risk measurement procedures and continuous monitoring for mitigation. The Board of Directors oversees all the risks assumed by the Bank. Specific Committees have been constituted to facilitate focused oversight of various functions. The Risk Management Committee of the Board sets the standards and governs the risk management functions, thereby bringing in a top to down focus on risk management. During the year, a dedicated Market Intelligence Unit has been formed, which undertakes the analysis of major Industry sectors on an ongoing basis and publishes the industry outlook report in Bank's intranet portal to enable better sourcing, sound underwriting and monitoring. Bank has launched automated Retail Credit Scorecards in association with one of the four Credit Bureaus (which has a separate wing for Analytics) operating in India. Moreover, the fully automated nature of the scoring process ensures faster Turnaround Time. Bank is in an advanced stage of implementing a data-driven underwriting model for MSME sector, in association with an external consultant. The entire MSME loan sourcing/processing/disbursing journey is being transformed with an aim to ensure streamlined processes, enhanced customer satisfaction and quality asset portfolio.

Regarding Internal Control Systems and Compliance,

The Bank has put in place extensive internal controls and processes to mitigate operational risks, which includes maker-checker authentication of CBS transactions, centralized processing of opening and modifications of CASA accounts and loan accounts, centralized sanctioning of loan facilities, day end checks to monitor critical issues involving timely renewal of credit reports, closure of the Bank Guarantees, timely obtaining of loan documents, Equitable Mortgage creation and CERSAI registration, etc.

As per the requirement of Companies Act, 2013, the Bank has formulated Internal Financial Controls framework. Risk and controls associated with each process in the Bank are documented under the Internal Financial Controls Framework.

Looking ahead

We have now embarked on a scale changing technology adoption and transformation agenda to help drive our ambitious future growth plans. Strategic planning is an organizational management activity used to set priorities, to focus on energy and resources, to strengthen operations, and to ensure that employees and other stakeholders are working towards common goals and shared vision. It helps the organization to be more competitive in the market. Recognizing the critical importance of controlling NPAs to a sustainable level, the credit risk management tools and strategies are being strengthened. The credit underwriting and administration processes and collection and recovery are being tightened.

As we have seen, the impact of the pandemic will be seen over a couple of years. Regulatory and Governmental

support has ensured that the entire impact is not taken on the banking sector at once, and the full impact will get realized over the next 1-2 years. Excess liquidity causes some amount of inflationary pressure. A resumption of individual consumption and business recovery will aid the banking sector immensely. The Bank is determinatively steering away from large, syndicated loans and stressed sectors of the economy. Future focus of our Bank will remain digital services, collection efficiency, risk adjusted credit expansion and recovery.

I take this opportunity to express my deep sense of gratitude to the Reserve Bank of India, the Securities and Exchange Board of India, Government of India, Government of Kerala, and all other State Governments where the Bank operates, other Government and Regulatory Authorities, including stock exchanges, where the Bank's shares are listed and correspondent banks for their strong support and guidance, during the year. The Board also places on record its gratitude to the Bank's shareholders and customers for their continued support, patronage, and goodwill. The Board further places on record its appreciation for the valuable services rendered by M/s Varma & Varma, Chartered Accountants, Statutory auditors, during their tenure. The single most important pillar of any Institution is its personnel, more so in the case of a service entity like a bank. The Bank profoundly acknowledges this fact and thank all of them for their diligence, devotion and loyalty towards the Bank, during these difficult times. The Board expresses its sincere appreciation for the dedicated services rendered by officers and employees of the Bank at all levels.

Prior to concluding, I would take the honor of apprising you all that our Bank has applied to yield the best advisable condition in business broadening. Our capital

	<p>base, robust growth prospects, wider network, new business strategy and leadership, position us in a vantage position to leverage the growth opportunities across the economy. Through Vision 2024, we are articulating our medium-term strategy that helps us to achieve our mission - profitability through quality credit growth. Bank is committed to realize its goals by focusing on the major areas such as profitability, asset quality, resilient loan book, robust retail liability portfolio, appropriate organizational structure and latest digital technology. I look forward to your continued support in this journey. With the continued support and patronage of all of you, I am confident that our Bank will come out successfully of the current challenges.</p> <p>I urge every one of you to stay safe and take care of your loved ones.</p> <p>Thank you, esteemed Ladies and Gentlemen for your time and attention.</p> <p>Thank You once again.</p>
<p>Mr. Salim Gangadharan (Chairman)</p>	<p>“I trust that I have your consent to take the Notice of the Meeting and the Directors’ Report as read”.</p> <p><i>(Pause)</i></p> <p><i>(5 Seconds)</i></p> <p>Before we proceed, I am pleased to bring to your notice that, as required under the Companies Act, 2013, the Bank had provided you all the facility to cast your vote electronically, on all resolutions set forth in the Notice. Members may please note that there will be no voting by show of hands.</p>

	<p>So, let us move on to item one of the agenda.</p> <p>Adoption of Accounts</p> <p>The first item on the agenda is approval and adoption of accounts for the financial year 2020-21. I call upon the Company Secretary to read the Auditors’ Report.”</p>
<p>Mr. Jimmy Mathew (Company Secretary)</p>	<p>INDEPENDENT AUDITOR’S REPORT</p> <p>To the Members of The South Indian Bank Limited</p> <p>Report on the Audit of the Financial Statements</p> <p>Opinion</p> <p>We have audited the financial statements of The South Indian Bank Limited (‘the Bank’), which comprise the Balance Sheet as at March 31, 2021, the Profit and Loss Account , the Cash Flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information in which are included the Returns for the year ended on that date audited by the branch auditors of the Bank’s branches located across India.</p> <p>In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Banking Regulation Act, 1949 as well as the Companies Act, 2013 (‘the Act’) in the manner so required for banking Companies and give a true and fair view of in conformity with accounting principles generally accepted in India, of the state of affairs of the Bank as at March 31, 2021, and its profit and its cash flows for the year ended on that date.</p>

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Financial Statements’ section of our report. We are independent of the Bank in accordance with the “Code of Ethics” issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide aSchedule 18 of the accompanying Financial Results, regarding the impact of COVID-19 pandemic and the adjustments made in the accounts for the year ended 31ST March, 2021 on account of the same. As stated therein, in view of continuing uncertainties, the extent of impact of the pandemic on the Bank’s operations and financial position would depend on several factors including the steps taken by the Governments, Reserve Bank of India (RBI) and the bank to mitigate the same.

Our opinion is not modified in respect of this matter.

- The key audit matters and other details including

Annexure A to the Independent Auditor's Report of even date on the financial statements of The South Indian Bank Limited.

- Report on the Internal Financial Controls Over Financial Reporting with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Submitted by M/s Varma and Varma chartered accountants, ICAI Firm Registration No.004532S

V Sathyanarayanan, Partner, Membership No.021941
ICAI UDIN: 21021941AAAACF4549

Is taken as read.

Further, there are no qualifications reservations adverse remarks / disclaimers in the secretarial auditor's reports submitted by M/s SVJS Associates, Company Secretaries, CS Vincent P.D. Managing Partner CP No.: 7940. The Secretarial Audit Report is also taken as read.

Since this AGM is being held pursuant to the MCA Circulars, through VC and OAVM, physical attendance of Members has been dispensed with.

Accordingly, the facility for appointment of proxies by the Members has not been provided for the AGM and hence the requirement for proxy is not applicable.

Chairman Sir Please...

<p>Mr. Salim Gangadharan (Chairman)</p>	<p>“Now the members may seek any clarification on the Resolution and also on the Accounts or on other agenda items. Members who have registered themselves as speaker-shareholders can present their views and seek any clarifications on the Resolution and also on the Accounts or on other agenda items as and when their names are called for by the Company Secretary. I request speakers to be brief to the point, avoid repetitions and not to stray into topics, which are not related to the subject. Time allotted for each speaker is 3 minutes and all the members are requested to co-operate with the same. I will reply after all those who want to speak have had their chance.”</p> <p>Members may also note that the Bank reserves the right to limit the number of members asking questions depending on the availability of time.</p> <p>The Company Secretary will now announce the names of shareholders who have registered as Speaker shareholder one by one.</p>
<p>Mr. Jimmy Mathew (Company Secretary)</p>	<p>Before we go live with the Question and Answer session, here are some points to note for your convenience.</p> <p>The names of the Speaking shareholders will be announced in turn. The speaker shareholder will be thereafter unmuted by the host. To start speaker shareholders are requested to click the video on button at the center of your screen. Those shareholders who are unable to join through video for any reason, can speak</p>

	<p>through the audio mode.</p> <p>Please mention your name, Folio Number, and the location from where you are joining. Each shareholder will be given three minutes for their questions.</p> <p>To avoid repetition, the Board will respond to all the questions at the end. Once you have asked your question, you can log off and continue to watch the proceedings.</p> <p>In case, there is a connectivity problem at speaking shareholders end, the next speaker will be asked to join. If connectivity improves, the speaker shareholder will be called again to speak once the other shareholders who have registered complete their turn. If a member faces any technical issue, you may contact the helpline number mentioned in the notice of the AGM.</p> <p>Now, I request Mr. Ajit C Jacob to kindly proceed with the question.</p> <p>Mr. Ajit C Jacob</p>
Mr. Ajit C Jacob	Yeah, can you hear me? Am I audible?
Mr. Jimmy Mathew (Company Secretary)	Yes, Sir. Please proceed.
Mr. Salim Gangadharan (Chairman)	Yes Mr. Ajit, Yes.
Mr. Ajit C Jacob	Respected Chairman, Members of the Board, senior executives of the Bank, Shareholders, stakeholders.

	<p>A very Good Morning to all of you. This is Ajit from Bangalore. I've just two points to raise, two clarifications.</p> <p>But, before that, I did go through the presentation of the Chairman and also the Annual Report and there are so many positives in various parameters which is really good. I would also like to repeat few of them. In spite of the challenging environment, Bank has achieved a total business of 1,42,129 crore that is.....The CRR...CRAR of the Bank has improved, the NIM of the Bank has improved, Net Interest Margin.... The CASA has really achieved great heights that is remarkable. And the strategy of the Bank the 6C, I would say great strategy and great vision. Bank was honored by significant institutional recognitions, I think Kudos to the digital team and the IT team. However, the Net NPA has increased. But However.....the Bank has been able to reach its targeted recovery and upgrades. This has brought down the NPA level despite higher slippages.</p> <p>Now coming to the clarifications I require,</p> <p>No.1- What are the future growth plans and strategies to deliver good stakeholders return, deliver good stakeholders return.</p> <p>And No. 2- How is the Bank planning to manage NPA issues that are likely to again due to Covid-19 outlay. That's all sir, Thank you very much.</p>
<p>Mr. Jimmy Mathew (Company</p>	<p>Thank you sir.</p> <p>Now, I request Mr. SANTHOSH KUMAR SARAF to</p>

Secretary)	proceed, Kindly proceed with the question.
Mr. Santhosh Kumar Saraf	Yes Sir, respected Chairman..... Sir, can I speak in Hindi. Hope there is no difficulty me in speaking in Hindi, isn't ok
Mr. Jimmy Mathew (Company Secretary)	No problem sir, please
Mr. Santhosh Kumar Saraf	Because in English I can't speak from heart, whereas in Hindi I can. Respected chairman, directors present and my shareholder, brothers and sisters, I am Santhosh Kumar Saraf and I am speaking from Kolkatta. Hope all our directors, executives, employees and their family members are safe and healthy during this covid pandemic period. I remember all brothers who has left us during this covid period. I pray to God to bless their soul rest in peace and to give their family courage to overcome the tough situation they are in now. Sir, I am one of the oldest shareholders of the Bank and I am getting this opportunity due to video conferencing AGM meeting and I am thankful for the same. Sir there is a severe impact of covid in Kerala. I would like to know the steps taken by you towards helping your employees in this regard.

Further request you to kindly let me know what step that the Bank has taken for those employees who have not yet vaccinated themselves. Whether Bank has restrained them from attending their duties/ attending office until they get vaccinated. Because their attending office may have impact. Request you to encourage them to get vaccinated from private hospitals by providing reimbursement for the expenses in this regard. Request you to get 100% employees vaccinated.

The NPA of the Bank has increased this year also. Request you to tell me which is the sector in which we have the highest NPA.

In which Sector our NPA is highest.

And sir what step you have taken to increase our growth and income of the Bank and when we get dividend becomes last 2 years there is no dividend when we get the dividend again.

Sir, kindly tell me why only 58% of employees are educated. 42% of employees are not educated. so please tell me what steps are you taken to make 42% OF employees who are not educated to educate Bank will benefit better..... Because employees educated I think they can serve the customer better

And sir

Thank you for the fact that 40% of your employees are women. But I want you to further increase because womenwant an equal opportunity because women are intelligent..... We are in service sector, here no hard work is required, even if hard work they can also do.....in Olympic 150 Chanu has lifted medal.....they can box, wrestle so they can also work hard.

They are not weak let them alsoto help them come forward.

Sir, please tell me what percentage of employees are allowed to work from home and what infrastructure you have provided to them in this regard so that we can help each other to be safe.

Please tell me this year how many employees were added by the Bank. How many branches we have added this year please tell that also sir.

And

I am not taking much time.

Please let me know what is the situation of covid there as people are staying in home and not coming out. So during this time to get new accounts opened, what step the Bank has taken so that people can open new accounts sitting at home and to open new accounts.

What steps you have taken to give facility to those who are not coming to Bank to open savings, current and fixed deposits, what facilities have provided sir.

Where ever bank has own building what steps are taken

	<p>for rain harvesting, sir can you tell steps taken for rain harvesting and also in solar panel installation in our roof top that is my last question sir.</p> <p>And once again hope all my directors All family staff and employees and all our clients will be safe and healthy in the covid and 2022 to be lucky for them in the case I wish happiness wellbeing safeness and prosperous sir.</p> <p>Sir last I request you this video conferencing meeting is very good. It is less expensive and all the shareholders can be attended and last my request is to continue this and if we can increasebecause..... I speak in English..... because.....south Indian Bank..... Thank you and if any mistake kindly ignores the same sir.</p> <p>Thank you</p> <p>Long live long life sir.... For your ... for directors and employees sir.</p> <p>Thank you for giving an opportunity sir</p> <p>Thank you.</p>
Mr. Jimmy	Thank You Sir thanks a lot.

<p>Mathew (Company Secretary)</p>	<p>Now request Mr. Aashok Mooth to kindly proceed the questions.</p> <p>Mr. Ashok Mootha.</p> <p>I think he is absent. So I will move on to the next share holder.</p> <p>Now, I request Mr. Krishnan P S to kindly proceed with the question.</p>
<p>Mr. Krishnan P S</p>	<p>Yah, I just wanted to confirm you, are you able to hear me?</p>
<p>Mr. Salim Gangadharan (Chairman)</p>	<p>We can hear you Mr. Krishnan.</p>
<p>Mr. Jimmy Mathew (Company Secretary)</p>	<p>Yes Sir, we can hear you</p>
<p>Mr. Krishnan P S</p>	<p>Ok. Thank you very much and thank you for the opportunity. Huh... good gay to the South Indian Bank Board and Management team.</p> <p>Huh, first I think I have a word on some of the good work the bank has done for the last one year. I think then positives are the vision 2024, the 6C strategy, huh, definitely CASA growth is commendable, our deposit..... and also the diversification to our asset book growth especially diversification to gold loan is definitely positive.</p>

I've three queries to address.

One was regarding NPA slippages, we have witnessed a very sharp rising slippages at about hinder...eight Hundred and eighty crores in Q1 FY 22. Huh. while our restricting also increased by 3.40 % of our loans. And I also expect likely stress in the MEME & retail book. I would like to know what is the way forward to contain this slippages? What is the value of the security of assets under slippages and the restructured assets? What would South Indian Bank realistically realize where these assets are liquidated and when we can expect a resolution and start with a clean slate on this restructured as well as on the NPA books?

Huh, and the second query is ...

The current slippages, NPAs on account of poor asset quality and the underwriting practices of our legacy book.Huh, can you please take us through what steps are being taken by management to improve our underwriting standards and practices?

Huh, my third query is, we need to increase our provision cover and it is also we need to raise additional capital at some point of time in the next 12 to 18 months. We have been raising capital and diluting equity at 0.3x of the book value and is to be quite unacceptable and these dilutions are significantly eroding our shareholder value

Huh, I would like to know a couple of things

One, huh, what is the value pricing strategy for the bank

	<p>going forward for the shareholders?</p> <p>Is there any amongst the board to consider a partnership with an interesting bank or NBFC or That cannetwork, good liability base and this can also finally enhance the shareholder value for us. That is the point. Thank you very much.</p>
<p>Mr. Jimmy Mathew (Company Secretary)</p>	<p>Thank you Sir, Thanks a lot.</p> <p>Now I welcome Mr. J Abhishek B E, Mr. J Abhishek</p>
<p>Mr.J Abhishek B E</p>	<p>Sir, am I audible?</p>
<p>Mr. Jimmy Mathew (Company Secretary)</p>	<p>Sir, we can hear you.</p>
<p>Mr. Salim Gangadharan (Chairman)</p>	<p>Audible Abhishek, proceed.</p>
<p>Mr. J Abhishek B E</p>	<p>I am Abhishek share holder of the company my DP id is IN301637 and my Client Id is 41359155.....</p> <p>First of all I congratulate on the eve of 93rd Annual.....We would like to know how the Bank has been impacted in the past two years of this Covid time?.....whether any employees have been sacked or salary cut taken by the management? Going forward, sustainability of profit and growth.....I would like to</p>

	<p>request the management kindly involve themselvesand bring global investors. And what are management efforts to reduce other expenses..... myself and my team also running a legal firm in Chennai. In theand I would like to have an empanelment. We will be glad to Kindly ask your legal.....and what is the policy related to dividend, most of the senior citizen are only depending on that. And who are the top 10 defaulters If you can share the list, kindly share the list of top 10 defaulters? Whether any Public Ltd. Listed entity is being involved in the top 10 list? I would like to know from you sir.</p> <p>Nothing much to ask you sir. My best wishes for the Bank. We are marching towards theand we have lot of expectations from the bank.....lot of expectations from the management and..... hope the management will fulfill the wish of the minority shareholders. Nothing much to ask sir. I wish the Bank and all the Board of Directors a great success and prosperity in the coming future.</p> <p>Thanks for giving the opportunity Sir, thank you very much.</p>
<p>Mr. Jimmy Mathew (Company Secretary)</p>	<p>Thank You sir, thanks a lot.</p> <p>Now I welcome Ms. Lekha shah to kindly proceed with the question.</p>

Ms. Lekha Shah	Hello, Can you hear me Sir?
Mr. Jimmy Mathew (Company Secretary)	Yes Madam, please proceed.
Ms. Lekha Shah	<p>Thank You Sir. Respected Chairman Sir, Board of Directors and my fellow members, Good...good morning to all of you. Myself Lekha Shah from Mumbai. First of all I am very much tankful to our company secretary Jimmy Mathewji, specially Sreejith Sir for extending very good investor service and also sending me the Annual Report by mail well in time in such a difficult situation. Si I am very grateful to our Company Secretary Jimmy sir and Sreejith Sir.</p> <p>Sir. I am happy, all the goodies you have done during this difficult time. I pray to god that he always showers his blessing upon you. Sir.....only one request to say Sir.</p> <p>I am talking from Mumbai and from Kolkatta santhosh sir also talked sir. Because of this Video conferencing facility shareholder from outside states are also able to participate. So I request you to kindly hold video conferencing meeting sir...</p> <p>Sir,unpredictable currently can.....I am sure that Our company has ability to deliver growth and increase shareholders value in the coming years has been demonstrated this year. Sir, I am confident that with your vision and determination you will lead our bank to great heights and also pray to god, our Bank.....should</p>

	<p>progress more and more under you and your team work.</p> <p>Sir, I would like to ask few questions,</p> <p>My first question is, for our bank employee's brothers and sisters in which way we are supporting our bank employees as they are to.....?</p> <p>My second question is, has there been any impact of Covid-19 second wave on the company operations?</p> <p>My third question is, are employees work from home or office?</p> <p>My forth question is, are all employees are vaccinated against Covid-19?</p> <p>My fifth question is, what is the road map for the next two years?</p> <p>So, I would like to say, I strongly propose all the resolutions for today's meeting and my best wishes always our bankprosperity. Thank you sir.</p>
Mr. Jimmy Mathew (Company Secretary)	<p>Thanks a lot madam.</p> <p>Now I welcome Mr. Ramesh Sankar Golla. Mr. Ramesh Sankar.</p> <p>I think he is absent. So, I am moving to next shareholder.</p> <p>Now I request Mr. Sarvjeet Singh to kindly proceed with his question.</p> <p>Mr. Sarvjeet Singh ...</p>
Mr. Sarvjeet Singh	<p>Hello Sir, I am audible?</p>
Mr. Jimmy Mathew	<p>Yes sir, please proceed.</p>

(Company Secretary	
Mr. Sarvjeet Singh	<p>Chairman Sir, first of all good morning to all directors, Chairman and my fellow shareholders, my name is Sarvjeet Singh and I am from Delhi Sir I have 2-3 questions sir. Why our share price is so low which is trading around Rs.9. If we take our book value it is more than Rs 26..... and mine is old purchase and because of this I have incurred losses and in addition to the same there is no dividend payable too. Further value of investor is also depreciating instead of increasing. In mutual funds also you were 3 and now it was reduced to 2 there also it is loss only.</p> <p>Further you have this expert panel of Board of directors who are possessing this much knowledge. Let me know how it is helping the company. Kindly let me know when our share price will near to book value of shares.</p> <p>Further you have provided us link and I am thankful for that and giving me an opportunity to present my views.</p> <p>Further chairman sir, in secretarial department secretary is not having any time at all to talk. I tried to connect to him it was informed to me that he is not available. He is busy in meetings. If he is so busy, sir I request you to kindly appoint somebody else too to -----shareholders can be heard properly.</p>

	Thank you sir for giving me an opportunity.
Mr. Jimmy Mathew (Company Secretary)	Thank you Sir, Now I welcome Mr. M V Babu George to kindly proceed with the question. Mr. M V Babu George,
Mr. M V Babu George	Hello, Hello can you hear me?
Mr. Jimmy Mathew (Company Secretary)	Yes Sir.
Mr. M V Babu George	Hello, Hello...
Mr. Jimmy Mathew (Company Secretary)	We can hear you sir. Good morning sir.
Mr. M V Babu George	Good Morning. Very Good Morning to everybody and I am happy to attend this Annual General Body Meeting. But, the results are very pathetic condition of the Bank shows the share value come down to 27.75 net profit is 61 crores, 61.91 crore. But no dividend is declared in this pandemic situation when the medium and small shareholders are finding it difficultat this time a declaration of minimum 20 % dividend is required. Director Board must reconsider their decision and declare at least 20 %

dividend.

Transparency in the functioning of the Bank is required which is lacking for the last few years. In the last General Body, the Chairman not replied properly to the question raised. Especially on the deputation of Sri. Adeb to a Government of Kerala undertaking against the directives of Reserve Bank of India finance ministry, that he was forced to resign that job and join the Bank. This has..... the image and reputation of the Bank considerably. For the last three years this was the main issue in the assembly as well print media and T V channels. The name of south Indian Bank was frequently being the subject in that meeting. Moreover, the judgement of Hon. Honorable Lokayukta.....Hon. court observed nepotism abuse of power will stand in the deputation of senior manager of South Indian Bank. Who had taken the decision? What action taken against the concerned? Responsible for this deputation? Our Chairman is retired from Reserve Bank of India after 37 years of experience, not replied properly to the question shows that management is hiding certain decisions taken in this issue. Once again request the management to inform us the details of the deputation which is against the law of the land. Expect a correct and transparent reply from the director board.

There was reports that two loans of 68 crores was sanctioned to Ernakulam Angamaly Arc Diocese of Syro Malabar Church which is trust. Whether the loan is

	<p>closed? Is there any liability still outstanding? Rate of interest charged? Purpose of the loan? Whether trust deed verified? Whether copy of the same is with the bank?</p> <p>On in 2019 AGM I've requested the management to entrust Hon. Mr. V J Kurian important position for rejuvenating the Bank which is not done. Now, Mr. V J Kurian is retired from CIAL. I request the management he may be given responsibility of an important section so that the Bank can coming to fly colors in near future.</p> <p>Today the share price of the Bank is 9 rupees, very poor performance continues. Hence asteps for improving face..... profitability of the Bank. Also request to furnish the top 10 defaulters of the Banka as well as corporate defaulters. Transparency is a very important factor. Please rise to the occasion and do justice to the shareholders as well as the millions of people investing in your Bank. And also request you to consider important decisions for the rejuvenation. In the pretext of Covid you people are escaping. Two years are over. after third wave we can expect a good year. So, kindly forward the march to a happy centenary in the near future. And I wishing you all the best to the shareholders as well as the Board of directors, staff and wishing you a happy onam.</p> <p>Thank You very Much.</p>
<p>Mr. Salim Gangadharan (Chairman)</p>	<p>Thank you Mr. Babu George.</p>
<p>Mr. Jimmy</p>	<p>Thank you sir.</p>

Mathew (Company Secretary)	Now I request Mr. Rakesh Kumar Singh to kindly proceed with the questions
Mr. Rakesh Kumar Singh	Hello, Am I audible?
Mr. Jimmy Mathew (Company Secretary)	Yes Sir, Please proceed sir.
Mr. Rakesh Kumar Singh	<p>Thank you sir, and good morning ladies and gentlemen and tank you to all respected persons. Company Secretary, Chairman, Board members and fellow shareholders, I am Rakesh Singh speaking from Pune. Thank you for registering me as a speaker and having me to speak in the 93rd AGM of the Bank. I hope all of you and your family members are safe. Our Bank is established in 1929 before the independence and is one of the oldest banks in the country. In the next 8 years it will complete 100 years.</p> <p>At present 76% shares of the Bank are held by the public. So, there is no promote we can say. Revenue of the Bank is increasing. But, slightly decreased in 2021, may be Covid 19 situations. However, we can say it is increasing in overall. Also adopting IT technologies in banking services which is good for the bank. But, profits are decreasing for last five years continuously which is not good.</p> <p>My questions are:</p>

	<p>After 2017 profit of the Bank is continuously decreasing every year on year from Rs. 392 cr. in 2017 to Rs. 62 Cr. in 2021. Sir, please help me in understanding the real courses and reasons? Please let us know the reasons why the bank is not able to improve its profit is going down and down continuously. What are the factors responsible for this? And what actions the bank will take for future? Please let us know what is expected, will it further go down or will go up?</p> <p>Next, the Bank has put in place whistle blower policy which sets.....obligation on banks employees for prevention, detection and reporting of any act of bribery or corruption. Please let us know in last 5 years and in FY 21 how many whistle blower cases and other fraud cases have been reported if any? How many are resolved?</p> <p>Next, what are your growth targets..... profit for the coming years and for the year ended AGM and its road map.</p> <p>So these are my questions. Thank you very much for allowing me to speak and I wish very good future and growth to the bank. Happy independence day and best wishes for all the coming festivals. Thank you.</p>
<p>Mr. Jimmy Mathew (Company Secretary)</p>	<p>Thank you sir, Thanks a lot for your suggestions.</p> <p>Now, the...there is no more shareholders has been registered as speakers So, I would request chairman to move to next agenda.</p>
<p>Mr. Salim</p>	<p>Ya. Huh...Thank you all of you,Huh, our esteemed</p>

Gangadharan
(Chairman)

shareholders for making valuable, constructive, creative suggestions for the Board of Directors to pursue. Huh, I do appreciate the concern and suggestions given by you all of you. And we will all the directors are here, all areI do appreciate once again the suggestions. What I do is many of you have given common issues, some of you have asked for specific questions. So, what I will take you through the common issues. What are our, you know, some of our directors are extremely concerned about the Covid.....Paul has reacted to the Covid scenario. One positive thing we wanted to tell you that the covid has a real impact on the economy and financial sector. And since South Indian Bank is also in the financial sector and the...we have exposure to the corporate section, SME section, personal section and agri section. So anything is happening to the real sector will have a reflection on the working of the financial institution as well as the South Indian Bank.

If we look at the Covid scenarios one...first, I will take to the staff and the institutional.....and will come to the profitability and asset quality issue.

Know....one thing we are very proud to the.... you know state for the knowledge of our esteemed shareholders is 98% of the branches of South Indian Bank functioned across India with reduced working hours. That means our employees, our management, our Board of Directors work union huh.....working solidarity and we made sure that none of our customers are affected of the banking services.

That is one credit. And the whole huh... huh...commitment of the employees contributed despite risky their lives, they have done wonders that is one point I wanted state to all of you.

And what South Indian Bank has done during the Covid pandemic scenario, we created a Quick Response Team, the objectives are two fold, one, to protect the health of the staff members and second one rendering of our services to the customers. So, no customers should be affected by the covid pandemic restrictions. So, what we have done is that, the Quick Response Team at the apex level headed by the MD & CEO of the organization and then what we have done is, we have a Business Continuity Plan, you know, any type of natural disasters or pandemic scenario, we have a well-articulated Business Continuity Plan so that was invoked immediately. And what we have done is as per our continuity plan, special employee communication team was constituted. So that there should not be any whispering or any informational asymmetry. So that everyone working in the South Indian Bank from the branches, head office will have a common communication. And the common communication of the ground realities, communication of the external environment and what safety measures to be taken everything has been taken into account. And what we have done is a proactive Work from Home, you know we do not want to our treasury function or IT function or any other critical function is to be impacted to.so we have alternate sites and Work from

Home, so when we have shifting from onsite office to Work from Home environment. There are serious effects of Cyber security, So, confirmatory we have tightened our cyber security measures, so that none of our system is compromised. And all these FT standards or security controls should be enforced so that is what we are ... so alternate locations and Work from home is tried out and carried appropriate behavior. So, we have.....customers visiting us, or our staff members. So, for pursuing the Covid appropriate behavior, we have pursued with strict order of the local authorities given their directions that we have enforced.

Then the question of, the customers do not come to the South Indian Bank premises for opening bank account or undertaking business operation. That is why I state in my speech also, we have introduced an innovative INSTA account opening, instantly we can open an account without making a visit. Huh... we have adopted to Video KYC methods. Then we have a system of our employees..... premises of the customers and open a tab account, they carry a tab with them. Then we have a..... if at a customer is willing to come to our premises, we have a 20 minutes' accounts, Quick account that can open.

And the most important aspect of the South Indian Bank is the focus we have given to digital, digital technology and promoting of digitization. We are proud to say that we are one among the top ten bank in reaching the digitization standards set by the Government of India so have

significantly promoting the digitization. That is why the Mirror +, our internet banking, the focus is given on meeting, huh, undertaking digital transaction through the South Indian Bank infrastructure has become very important.

Then coming into the asset quality I do appreciate your concern. But, the point is as all of you are aware that we had large exposure to the corporate sector and then the corporate cycle hit on the economy and especially 2017 and 18. 2016,17 and 18. So, we had a hit of the corporate cycle on our Balance sheet and asset quality. Some of the large accounts especially large syndicated loans we jointly along with the large banks in the country. Some of them has because of the excess leverage or micro economic conditions or external environment become, huh...non-performing assets. It hit our portfolio and we had around 50 plus percentage total advance to the corporate sector. So from 2018 onwards we have started a delisting process, and so the delisting process is to steering away from the corporate exposure and keeping our average ...ticket size to 50 crores. Rather if at all, anywe want to limit to 50 crore and so the delisting process is underway and we have moved over to a strategy of moving to..... having more exposure to the agricultural sector, more to the SME sector, more to the personal sector and into the mortgage sector. So what we have done is that the concentration risk is to be derisk through a diversification of the large portfolio that is why we have moved to SME

sector and personal sector and the agriculture sector. You know good to report you that the corporate exposure has come down around 24% now. The remaining 76 % of our book is the form of retail either in the agriculture sector, in the SME sector, or the personal loan sector or the mortgage loan sector or the vehicle loan segment. So, unfortunately all of you aware that the Covid scenario, the first wave and second wave ha significant impact on the, into the marginalized people rather, I would SME sector or personal.....many people have lost their job, many of the SME units have faced extreme inventory management problem and the cash flow problem. So this is a transitory issue which is faced by the segment because of the loss of the employment or closing down of the organization. So that is why huh...if look at the slippages of 2021 which is significantly driven by SME and personal segment of it. So, around 2300 crore out of which around 70% is from SME or the agriculture or the personal loan segment. So that is why, while we expected that the concentration risk is managing the corporate sector we have moved to the SME sector. But the SME sector or the personal segment while we had a large exposure is, unfortunately hit by the pandemic of the first wave or the second wave. So what we have now doing to deal with the problem is, first of all, the credit risk is a major concern. You know the major concern if you look at the total financials the single most problem facing is the asset quality issue.

If we look at the, in terms of employees, in terms of

employees, in terms of technology, in terms of system and process, we have made significant progress. But the point is unfortunately, we are a victim of the covid pandemic and its impact. So what we have done during the pandemic huh, stage and of now we have gone into a consolidation mode. You know the consolidation mode is we cannot afford to have any more NPAs in future. So whatever the entire focus is on quality and the profitability. these are the two objectives; we want to make profit but at the same time we do not want to compromise on the quality. So, what we have done is significant changes made in the way we are huh, underwriting huh...or the way we are soliciting or selling our loan products. So, what we have done is in any case of loan growth, major issue facing is thee conflict of interest issue. So when the sale person and the underwriting person of the same, so there is always a conflict interest issue. So, naturally what we have adopted a three-line policy. Three different policy, one is the sale is the front line, and one is the...mid office is the underwriting or risk management side and the third one is the operation side. So, what we have done is the entire credit risk management process has been brought it under three board spectrum huh...segmentation. So, first line there are sales, they do the sale, they have nothing do with credit risk huh...appetite or the underwriting process, that is separate team, they have no commitment of the size. Whereas the sale team has the size requirement and the risk

management, what we have done is the series of changes made in the technology. And now the, we have Artificial intelligence, machine learning technique and we have auto underwriting norms, you know all type transformation is taken place in the risk management side as well as the underwriting side and we, whatever.... underwriting we do either from the SME...everything is based on the quality of the loan at the same time comingback into our balance sheet. There should be profitability contribution and the shareholders interest is to be protected. So that is why the entire pricing mechanism is designedon equity, so what all loans we are giving, it should be well within the revised risk appetite of the organization. At the same time contribute towards the profitability and contribute towards the huh...taking interest of the depositors. That is what we have done it and for the business strategy what we have done is huh..... we have entirelytotal macro financial environment, engagement either not only in Indiaand bond is a asset quality and what are the potential latest trends in our organization. That is why Mr. Ajit was really said, we have 6c strategy. So that is why, you must have seen, the capital we have already put in 240 crore and we are seeking your approval for a higher capital approvals. So, what we wanted to reinforce the capital of the organization. So that our financial strength is tightened and at the same time if any of the pandemic, you know as Mr. Babu was apprehending about a third wave carrying in. So we should have the resilience and internal strength

in facing such future challenges. So that our bank can stand tall, stand tall to it. That is what the capital what we are doing it and the capital adequacy is already reflected 15.47%. So that is really a hu...even though it is lower our targeted 16 % so in the past what we are managing with 11 or 12 % capital adequacy, at least now our bank is standing on a solid foot of 15 %. That is what we have done in capital part of it. And the second one of the capital part is the CASA. I think this time you know, we are now entirely focusing on, entire profitability and our ability to price the market depending on the liability cost. So that is whyhigh cost fixed deposits and you must have seen we faced out on such high cost deposit from our book. And entirely we are moving back to the, back to school huh...we want traditional fixed deposits and more focus is on CASA is given. Fortunately, we have20 to 22 % CASA, we have reached to 30% of it. That is the CASA has shown result.

All type of cross selling has been brought in and that is why CASA principle and similarly the third principle we are focusing on cost to income. The cost income is the one way of huh... improving the cost income ratio is to improve the net interest income. So all type of revenue options, you must have read in yesterday ...last week i.e South Indian Bank has been approved by RBI for undertaking government business now. This is another option. So, what we are looking at is, it is not only the

traditional banking, ensure interest income. Huh... and not only an interest income we can survive in this world there are all lot of population for cross selling huh...That is why we have last year, we have two, four strategic shareholders came in and invested in our bank and we have tie up with for insurance and non-life transactions. So we have more focusing on mutual fund transaction. So any type of non – interest income we are focusing on to it and even the treasury, we have vision document for 2024. So not only managing the SLR or the cash, not only the responsibility of the asset liability management, there are also trading opportunity in the market. That is why we have a vision document. Especially drafted for the treasury. I think that is going to add tremendous potential for us. Going forward for improving our non-interest income, these things are visible now and another very important, strong point of the South India Bank is the digital. There are a lot of opportunity for promoting digital and digitization or digital transaction. I think that is also be a cost income ratio. And next important factor is the competency of the staffyou know the average age of the South Indian Bank staff is like.....40 to 43 % is women employees. We are gender muted. What we wanted is most efficient and competent people. That is why we are

recruiting straight from the colleges and top colleges and engineering college, recruiting young, budding male and female irrespective of the sex. We have recruited and what we are focusing on to them, be a partner in our progress, be a partner in our progress and empower them and skilled in them and ask to specialize in their areas. Not only general banking we want experts in credit underwriting, risk management, treasury, technology, cross selling, you know, liability management liability sourcing, you know, that is what we are focusing on this one. And on the credit side, for increasing credit side we have vertical approach now, we have a corporate vertical, we have a SME vertical now, agriculture vertical now, housing loan vertical now, loan against property, loan against security, personal loan separate vertical, Gold loan there is a separate vertical now. So all type of verticalisation for sales, product management and relationship managers has been taken place. We brought top launch bankers into the market with specialist knowledge in the new areas in two ways, one innovating new products and similarly empowering and training the employees of the South Indian Bank..... and another area we are now focusing on is the compliance part. You know it is not only the, the earning or the profitability, but there are regulations from SEBI, RBI, Governments, Companies Act.

You know all type of compliance is also. So whatever profit we are making or whatever profit we are, business we are making that should be complied with the law of the land. We do not want to breach any of them. So that is why the compliance is pa...also part of our 6Cs. This is the strategy we are doing it. So ultimately to come into narrow down one word, the focus of the vision 24 is the profitability and quality. So, we don't want any more NPA coming and hitting us. That is why we are extremely cautious and a consolidation process are more now system is in place and technology has been, Artificial intelligence is used as key instrument for underwriting. This time a similarly we a have a very good sophisticated software support from one of the top rating agency on the early surveillance system. So if any company.....any borrowerthere is dilution, any deviation in their parameters, our early warning system will definitely catch them off. And similarly and equally, especially huh.....in large NPA a most important aspect is the recovery and the collection. And now we have a recovery huh..... has been a new transformation you know, approach. So last year Mr. Ajit and some of our shareholders also indicated, we get sixty, six hundred crore for recovery, we have crossed the limit by 690n crore. And the NPA profile is slightly a higher side and

the..... what we have done is , we have immediately Huh... board of directors huh...taking deliberations and lot of decisions. We set a recovery amount of 1200 crore this year. What we have done is, we have vertical approach, you know each specified number of branches or regions is put in under a senior official who is the directive steering from the head office. The recovery prospective and you knowduring the pandemic. Many of our efforts has been put in a lower, because DRT is not giving any orders, the courts, there are moratorium, regional restrictions in some of the states. But nevertheless, we are able to cross the recovery and this year also we are hopeful of crossing the 600, 1200 crore recoveries. So that is the major changes we are made it on the recovery side. And and huh...credit growth, yes there is consolidation face we are putting in place the state of the art of underwriting and the mid office or the risk management and the back office you know the account an d thewith quality. So we have made transformation in the system and all objective is profitability with quality, we are watching the market and we do not want to dilute the quality of loan. Not only for the sake of building a balance sheet. Especially for the standards of underwriting that is why, we are articulated to risk appetite. Policy of the organization. Ad credit risk policy an

everything if confirmed that..... we do underwriting. So that is why we are tapping opportunity, there is a growth in the loan.....from July onwards you will see and another point particularly during the covid scenario, the most difficult part in underwriting predicting the defaulters in an extremely difficult. we do not know what is the magnitude we will know huh...last year a second wave if at all it is caring what is the magnitude of the same and lot of people government agencies and lot are talking about third wave. So we don't know what is the magnitude of the third wave. Suppose when you are underwriting a loan and when a pandemic or third wave hanging over our head, so prediction of the default is difficult. So that is why huh... we are.....we have articulated our policy. So that is what we have tightened our system. Many corporate faces huge cash accumulation during last year. There are all loss ofnot much inventory financing is required because the demand side was hit very badly. They don't require much of a working capital. Thereimported our...third one. But, now a sum sort of a green shots are available. And ready with our system to take any type of opportunity coming in our way.we do appreciate huh...that there are....profitability for the last two to three years profitability is coming down.

And you should appreciate that, you know there are true, clear, visible credit cycle happened in the country. Pone is the corporate credit cycle, know the leverage victim of that corporate credit cycle. And unfortunately last one and half years, we are going through a worst pandemic situation in the world. And you look at the numbers you know, in the operating profit side e are nowhere down. The operating side, cost, operating profit for the year is 1618 crore, whereas last year it was 1645. So there is only a marginal , there is 6430 crore fall on the business. Now...we are able to sustain the operating profit. That means the operational side we are strong, but when we are adjusting for the loan losses, almost 1500 crore we are provided for the loan losses, the provisions for the year. So huh...we had IBA settlement, we are a IBA listed bank, we are providing the IBA settlement around 107.75 crore. That is from the profitability. We are now entire focus is contain the asset quality. Containing of the asset quality, slippages will automatically will come down. And it will significantly reduce our provision obligations. And so moving forward, we see some great light, green light or the positive things to happen fpor the organization. Similarly, while, huh...one side we are focusing on profitability huh...by reducing the NPA, increasing treasury profit, or getting cross selling and more free

income. huh...coming in. as well as the digital income coming into this, we are also in focus of cost cutting. What we have done is, I'll just state few strategies for year on cost reduction alone we have achieved around 3.32 crore by, renegotiating with all our landlords. Then AMC charges we have cost reduction impact. And capital budget we have slashed the capital budget from 64 crore to we used only 29 crore. That we have energy saving. Solarwe are covering in tall buildings.most our meetings are through Video conferencing, all directors are attending and general body we are doing it. And ATM, all the loss making ATMs we have ...wherever the ATMs we are winding it down and identifying using Artificial intelligence and cash management. So which ever.....in IT we have athe report has come to us to reduce our cost. But, one thing during the covid we have not removed any of our employees. Employees are our strength. And 100% of them risking their lives given to the organization. We have taken full care of them. There is no salary cut. We are one among the first in paying the IBA settlement. We made extra allowance for few days working during covid scenario. That is how we are taking care. Even vaccination of our employees, we said you need go to Govt. hospitals , you go private hospitals. In

some places we have conducted vaccination camps. Our average age is 33 , they were not coming in the 45-60 category, 18-45 window was opened , then only our employees have got it. Our HR department is taking care of it. Large number of our employees gone one dose.

About credit risk management, definitely credit risk management is transmission we have done it. Verticalisation , underwriting , mid office huh...back office you know. So what we have done is a, we have a market intelligence unit, they track what is happening in the macro economy or the capital market. And what are the signals available in the market.so that anybody, who is taking underwriting, looking for an exposure, the market intelligence, of the customer, the particular individual. That is what we have done. Then retail score card is made. It is an auto; human intervention is narrow down. We have identified covid stress sector. And put them available to the credit rating department ...this more of a fundamentally judgmental credit risk making that is beenunderwriting model with the judgement. This is what we have done. Now we are looking for corporate we have made artificial intelligence for data analytics not only for underwriting and monitoring purpose as well. Minimum entry norms have tightened and pricing as I stated earlier, risk is

identified risk premium has been identified scientifically. Simultaneously, every pricing is connected to equity, in pricing CFO is also actively participating.

I'll just look some of the queries raised by some of you.

Mr. Ajit mentioned about NPA management. How you are going to manage the NPA in the pandemic. Once again io wanted to tell that, we are significantly changed the way we are giving loans. The way we underwrite the loans. The way we risk manage the loans, and the way we see the operations, disbursement, compliance with disbursement. The three faced mechanism we have put in place.

Mr. Santhosh Kumar Saraf, the exit of employees, we don't have any employee leaving other than career projection. They are with us; they are the sole strength of the organization. We patronage our employees. We want growth supported by quality and it should add into the profitability

Education, our employees are trained, definitely we are giving, all lot of machine learning, digital training. Digital mode of training webex, you know webinars we are saying is provided.

Women, if we look at, many of our GMs are women employees only. They are doing wonderfully well. Credit sales side or credit underwriting side, or in CFO side, all they are women employees.

Mr. Krishnan points, one advantage we have corporate

cycle in the pandemic, they offer collateral security. another point, most of the NPA first are first time defaulters. Specifically, not intended defaulters. Pandemic affected their sales. Cash flow less. so that is why, if we have third wave, RBI is now saying that India has good opportunity for growth. 9.50 % is the second half and going to be good for the country. Lot of green shoots in consumption side, rural side, urban side you know. Some of our NPA account is also migrated into performing assets. You know, whatever restructuring we have, large accounts in NPA we don't restructure. We just not go for restructuring; unless we are seeking the viability of the business. You can see our restructuring number is very much lower compared to any other banks. We cautious of the quality of the business while restructuring. Similarly, we have given them large Emergency Credit Guarantee of 2700 crore. We have restructured them. And PCR I agree with it is a keen indicator, so we have made itto 60%and target in sustainably increase the PCR. So that shareholders interest is taken care of.

Collaboration, definitely we are looking for multiple operation, collaborations is one of the idea, one of the possibilities. But, that we have to deliberate on it. We are now focusing on capital; we have now an approval of 2000 crore. I the equity, in the market, equity is advantage for

us. So that will take care of it. And

Mr. Abhishek, employees have been sacked, we have not sacked any employees. If at all any employees go out of the organization for better career exposure only. Probationary officers in SBI or public sector job, they are getting it. Employees are the asset for us. We do not want to lose any of them. And top ten defaulters, Mr. Abhishek, as per the confidentiality of the law of the land, we can't disclose any of the name of the defaulters. Now we are doing recovery, huh... we are focusing on it.

Lekha Shah, we are very happy you are joining from Mumbai and Saraf from Calcutta. We want you to face to face, we want your blessings, we want your support, we want your constructive suggestions. Nut, now we can't see you in face.

Our employees are taken well care of. Vaccination is one of our priority. And road map for 2 to 3 years, I said 6Cs. And

Sarvjeet Singh, share price, I appreciate even if it is not very attractive, looking at thewe see that this should not be our focus now. That is why now our strategy now focus on profitability, so we look forward for a good response.

I do appreciate the questions of Mr. Babu George, that our performance is pathetic, profit is less, that is true. The reason is shown in the balance sheet. So we look forward to it. We want more transparency and what are the past gaps in our system we identify and what is the lacking

point, from the lacking point move forward to it. That is what we have done all the structural transformation. In the HR side, in the capital side, in the capital adequacy size, in the underwriting side, NPA side or the recovery and collection.

Last time I did respond to the talk on Adeep. It is not only Adeep, in past also there was request from government of Kerala for deputation of officer and we did it. In case of Adeep, we received request from GOK. We look that, there is no cost to the organization on his deputation. Huh...we have a HR policy. He was deputed on the basis on internal policy. Decision taken was well within the HR policy. And he has come back and joined in the organization., that is what we want to give you.

And regarding the loan to a particular customer a di was stated earlier there are constrains in disclosing the exposure in individual wise, the name of the borrower. But, I can assure you that every loan is made out, in our organization on the base of well-articulated, risk appetite formed by the board of directors and the policy drafted on the basis of risk appetite of the Board of Directors and pricing approved by the Board of Directors. And that in care of legal state. The rate of interest, risk of the borrower every details are done. I think every exposure we render will be well within the policies. And Mr. V J Kurian we are happy to be one of our colleagues and our decisions making exercise is not individualistic. It is a collective decision, team decision. Any decision unless all directors

are approved it, even a single member has a decent to it, we don't take it. So it is collective decision. Everybody is part of it. We look at competency. So that we have taken him into risk management side, we want his longer experience. We have Mr. Pradeep M Godbole, expert in IT, he worked in very top position in IT sector. He is heading our It committee, significantly contributing. Similarly take every director contributing. Share price I do appreciate, it in today it has reached, just now 9.60. third I do appreciate your apprehension. I was quoting IMF was saying vaccination in Kerala is higher than rest of India. Probably third wave may not be significant. But we don't know the magnitude of it. And

Mr. Rakesh Kumar, profit decline, as I explained we are working towards that one. And whistle blower policy, we have whistle blower policy. I don't have the number exactly now, but I can assure you, they are going to the personal mail id of the Audit Committee Chairman and once the Audit Committee Chairman gets it, and he goes through the Whistle Blower complaint and immediately get s into the audit head and it is thoroughly investigated and in 20-21 we have 7 such numbers and in 21-22 we have 3 complaints. So each complaint is thoroughly investigated under the direct supervision of the Audit Committee Chairman and we are looking into the root of the complaint and at the same time we maintain the confidentiality off the, protecting the identity of the whistle blower person. So I want to say that, 20-21 7

		<p>complaints and 21-22 3. And all are dispersed to with the satisfaction of the audit committee chairman.</p> <p>I think I've gone through all the systems not only given by you personally and those are given over the chat box as well.</p> <p>Once again we assure you that we have also people with wide experience in the Board of Directors and some of you have recognized quality of the board of directors as well. So will work for the interest of the organization.</p> <p>I think we are quite sure that we are in the right path now and we will move afterwards. So that is what my conclusion part of mine speech as well. So we move on to the next agenda item. Somebody has to propose the Jimmy...</p>
Mr. Jimmy Mathew (Company Secretary)	Jimmy	Sir, no need
Mr. Gangadharan (Chairman)	Salim	Jimmy...
Mr. Jimmy Mathew (Company Secretary)	Jimmy	No need Sir.
Mr. Gangadharan	Salim	No need at all. Ok.

(Chairman)	<p>Can I move to item number 2 that is Appointment of Director in the place of Director who retires by rotation?</p> <p>Item No. 02 is an Ordinary Resolution Appointing Sri Pradeep M Godbole (DIN: 08259944), as Director of the Bank, liable to retire by rotation, who retires by rotation and offer himself for re-appointment. In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing signifying the intention to propose the candidature of Sri Pradeep Godbole (DIN: 08259944) (representing Majority Sector) for the office of Director. Further, Sri Pradeep M Godbole’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 fulfils the conditions specified under the Companies Act, 2013 for such an appointment. In the opinion of the Board, Sri Pradeep M Godbole meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as a Director.</p> <p>“RESOLVED THAT in accordance with the provisions of Sections 149, 160, 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</p>
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		<p>in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Sri Pradeep M Godbole (DIN: 08259944), in respect of whom the Bank has received a notice in writing proposing his candidature for the office of huh...Director, be and is hereby appointed as a Director of the Bank liable to retire by rotation."</p> <p>Huh...Jimmy anymore proposing?</p>
Mr. Jimmy Mathew (Company Secretary)		No Sir, Not at all require for this
Mr. Salim Gangadharan (Chairman)		<p>Ok. Let us move to the next agenda. Agenda Three Appointment of Joint Statutory Central Auditors:</p> <p>"We have now come to item no. 3 of the agenda.</p> <p>Huh...The Shareholders of the Bank at the 91st Annual General Meeting held on July 17, 2019 has appointed M/s VARMA & VARMA, Chartered Accountants , Kochi (Firm Registration Number 004532S) as Statutory Central Auditors of the Bank for the period commencing from the conclusion of the 91st Annual General meeting until the conclusion of the 93rd Annual General Meeting (i.e for a period of two years) for the purpose of audit including reporting on internal financial controls of the Bank's accounts at its head office, branches and other offices. and for issuing other certification prescribed by the Regulators.</p> <p>The Reserve Bank of India vide circular No.</p>

DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 stipulated that “For Entities with asset size of Rs.15,000 Crore and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms huh... two audit firms . In compliance with the above circular and based on the recommendation of the Board of directors, the RBI vide letter No DOS.ARG.No. PS-90 /08.21.005/2021-2022 dated July 9, 2021,has approved the re-appointment of M/s. Varma & Varma, Chartered Accountants, (Firm Registration Number 004532S), as Joint Statutory Central Auditors of the Bank for the Financial Year 2021-22 and this will be their third Year and to appoint M/s. CNK & Associates private...LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101961 W/W-100036) as new Joint statutory Central auditors for the Financial Year 2021-22 and this will be their first Year.

Huh...The Audit Committee and Board of Directors of the Bank have recommended the re-appointment of M/s. Varma & Varma, Chartered Accountants, (Firm Registration Number 004532S), as Joint Statutory, Joint Statutory Central Auditors of the Bank for the Financial Year 2021-22 and to appoint M/s. CNK & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101961 W/W-100036) as new Joint Statutory Central auditors for the Financial Year 2021-22.

		<p>“Company Secretary will now read the text of ordinary resolution.”</p> <p>Jimmy...</p>
Mr. Mathew (Company Secretary)	Jimmy	<p>“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 such other regulatory authorities, as may be applicable, and as approved by Reserve Bank of India vide. Letter No DOS.ARG.No. PS-90 /08.21.005/2021- 2022 dated July 9, 2021, the members of the Bank be and is hereby accord sanction for : (1) re-appointment of M/s VARMA & VARMA, Chartered Accountants, Kochi (Firm Registration Number 004532S), who has offered themselves for re-appointment and have confirmed their eligibility to be appointed, as the Joint Statutory Central Auditors of the Bank for the period commencing from the conclusion of this Annual General meeting until the conclusion of the 94th Annual General Meeting of the Bank and (2) appointment of M/s. CNK & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101961 W/W-100036)who has offered themselves for appointment and have confirmed their eligibility to be appointed, as the Joint Statutory Central Auditors of the Bank for the period commencing from the conclusion of this Annual General meeting until the conclusion of the 96thAnnual General Meeting of the Bank for a period of 3 years subject to the firm/LLP satisfying the eligibility norms each year and obtaining Reserve Bank of India’s prior approval in this regard, on an annual basis, for a total remuneration of Rs. 60,00,000/-</p>

	<p>(Rupees Sixty Lakhs Only) plus GST (excluding fee for branch audits conducted by them) and out of pocket expenses extra (on actual basis) for the FY 2021-22, for the purpose of Statutory Audit, Limited Review, LFAR, Tax Audit under Income Tax Act, 1961 and to issue all certificates as stipulated by the RBI at its appointment letter/circular/notification, certificates required under Companies Act, 2013, SEBI Listing Regulations and reporting on internal financial controls of the Bank's accounts at its head office, branches and other offices, for such remuneration and expenses thereafter as may be mutually agreed between the Bank and the said Statutory Auditors and as may be further approved by the Board from time to time, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, remuneration etc., including by reason of necessity on account of conditions as may be stipulated by the RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Joint Statutory Central Auditors.”</p>
<p>Mr. Salim Gangadharan (Chairman)</p>	<p>Huh...Thank everyone. Before moving to item number 4 I've received one more question through chat box. I'll reply to that one. And Mr. Babu George, dividend part of it. Yes, huh...we do also..... declare dividend. Mr. Babu George was saying about possible third wave when we are strengthening our balance sheet, Mr. Babu George, what is the dimension of third wave and how it is going to impact you know, the financial sector is the most affected by the first and second wave. The possible third wave will definitely affect our asset quality. So we thought, as</p>

international banks and international bodies like IMF states, this is the time when pandemic is at our door step and going to hit you, the best thing to do if defense mechanism. So that is why for the last 2 years wherever sources are available we are adding capital. It is not only the business potential as well as increasing comfortable level of 15.47 appropriately by rating agency and investor community. Once we are stand on our foot, sufficient capital, definitely, Babu George will come back with a dividend.

Somebody else, asked a question, Mr. David, asked how much income we have earned from Hadi Exchange Management? whether such relationship is profitable?

Definitely Profitable in the sense that 235000 dirhams where earned as management fees last year and the relationship is profitable. We need not look at purely profit or the income or management fee, the entire exchange house is managed by us, we get the advantage of managing exchange house number one, and this give opportunity for leveraging our customer base, you know lot of NRI deposit, new to bank customers, lot of loan customers are sourced through Hadi exchange, this is not the management fee we are also getting tremendous business advantage. So that is why it is profitable and single source of business opportunity for us

We shall now move on the item no 4 of the notice.

Item no 4 is Authorizing Board to Appoint Branch

	<p>Auditors:</p> <p>Item No. 04 is an ordinary resolution empowering the Board to appoint Branch Auditors from time to time in consultation with the Bank’s Statutory Central auditors and to fix their remuneration.</p> <p>“Company Secretary Will now read the text of ordinary Resolution.”</p>
<p>Mr. Jimmy Mathew (Company Secretary)</p>	<p>“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 authorized to arrange for the audit of the Bank’s branches for the financial year 2021-22 and to appoint and fix the remuneration of branch auditors in consultation with the Joint Statutory Central Auditors for the purpose.”</p>
<p>Mr. Salim Gangadharan (Chairman)</p>	<p>We may now move on to next agenda item”</p> <p>Item No.5 To appoint Sri. R A Sankara Narayanan (DIN: 05230407) as Independent Director of the Bank.</p> <p>Item No. 5 is an ordinary resolution to appoint Sri. R A Sankara Narayanan (DIN: 05230407) as Independent Director of the Bank.</p>

	<p>Sri. R Sankara Narayanan (DIN: 05230407), who has been appointed as Additional Independent Director of the Bank w.e.f. October 15, 2020 and holds office up to the date of this Annual General Meeting of the Bank and is eligible for appointment. Sri. R A Sankara Narayanan meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of Banking, Treasury, forex, Risk Management and HR, it would be in the interest of the Bank that R A Sankara Narayanan is appointed as an Independent Director on the Board of the Bank. 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.</p> <p>Company Secretary will now read the text of ordinary Resolution.</p>
<p>Mr. Jimmy Mathew (Company Secretary)</p>	<p>“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and all 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</p>

	<p>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, and on the basis of the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Bank, Sri. R A Sankara Narayanan (DIN: 05230407), who was appointed as an Additional Independent Director pursuant to Section 161(1) of the Companies Act, 2013 on 15th October, 2020 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) consecutive years with effect from 15th October, 2020, not liable to retire by rotation.”</p>
<p>Mr. Salim Gangadharan (Chairman)</p>	<p>Huh...We shall now move on to Item No. 06 of the Notice.</p> <p>Item No. 06 is an Ordinary Resolution seeking the approval of members for increasing the authorized capital of the Bank and to amend the Capital Clause of the Memorandum of Association of the Bank.</p> <p>Company Secretary will read the text of the resolution:</p>
<p>Mr. Jimmy Mathew (Company</p>	<p>“RESOLVED THAT pursuant to the provisions of Sections 13, 61 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013</p>

Secretary)

and the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force and the rules made there under (including the Companies (Incorporation) Rules, 2014), the applicable provisions of the Banking Regulation Act, 1949 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India (“RBI”) from time to time, subject to approval of the Reserve Bank of India, Registrar of Companies, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by RBI, the Board of Directors (herein after referred to as “the Board”, which term shall include any of its duly authorized Committee or individual Director) is hereby authorized to accept such terms, conditions, stipulations, alterations, amendments or modifications as it may deem fit, the Authorized Capital of the Bank be and is hereby increased from Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty crore only) to Rs. 400,00,00,000/- (Rupees Four Hundred Crore only) by creation of additional Rs. 50,00,00,000 (Fifty crore) equity shares of Re.1/- each, ranking for dividend and in all other respects pari passu with the existing equity shares of the Bank when issued and accordingly the existing Clause 5 of the Memorandum of Association of the Bank be and is hereby amended by substituting the words and figures "The Authorized Share Capital of the

	<p>Bank is Rs. 400,00,00,000/- (Rupees Four Hundred crore only) divided into 400,00,00,000 shares of Re. 1/- each.' for the words and figures, "The Authorized Share Capital of the Bank is Rs. 350,00,00,000/- (Rupees Three Hundred and fifty crores only) divided into 350,00,00,000 shares of Re. 1/- each.', appearing in Clause 5 thereof."</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."</p>
<p>Mr. Salim Gangadharan (Chairman)</p>	<p>"We may now move on to next agenda"</p> <p>ITEM NO. 07 Special resolution Raising Tier I capital of the Bank through issuance of Securities</p> <p>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.</p> <p>The Bank expects to continue its robust growth trajectory in medium to long-term. Availability of adequate capital is one of the key requirements for achieving this feat. Apart from augmenting lending capabilities for the Bank, higher</p>

capital requirement is also necessitated to comply with BASEL III capital requirements, funding investments in Infrastructure and Technology to expand reach, enhance customer experience and augmenting processes and controls. As a proactive move to leverage the available business opportunities and for maintaining appropriate regulatory capitalization levels, the Bank proposes to raise additional capital aggregating up to Rs.2,000 Crore (Rupees Two Thousand Crore only) inclusive of any premium, by way of placement of Securities or a combination thereof to Qualified Institutional Buyers through Qualified Institutions Placement (QIP) and/ or private placement in international markets through ADRs/ GDRs or foreign currency convertible bonds or issue of fully convertible debentures/partly convertible debentures, and/or any other financial instruments or securities convertible into Equity Shares with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency or a Further Public Offer ("FPO") or rights issue or any other methods. The issue of securities may be consummated in one or more tranches at such mode, at such time or times, at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other

	<p>relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, to, as applicable, the ICDR Regulations, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, and other applicable guidelines, notifications, rules and regulations, each as amended. The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Bank.</p> <p>The proposed offer is in the interests of the Company and the Directors recommend the passing of the Special Resolution, as set forth in Item No.7 of this Notice for approval by the Members of the Bank.</p> <p>As this resolution is a lengthy one, may I have your consent to take the resolution as read.</p>
	<p>huh... “We may now move on to the next agenda item” huh...</p> <p>ITEM NO. 08 Special resolution for Raising of funds by issue of bonds/ debentures/ securities on private placement basis</p> <p>Pursuant to Section 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made there under, Companies (Prospectus and Allotment of Securities) Rules, 2014, the</p>

Companies (Share Capital and Debentures) Rules 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 including any amendment, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, the applicable provisions of the Banking Regulation Act, 1949, as amended, Foreign Exchange Management Act, 1999 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) 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,

	<p>MTN (Medium-Term Notes)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, secured or unsecured, as per the agreed structure and within the limits permitted by RBI and other regulatory authorities 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 Rs.500 Crore (Rupees Five Hundred crore only), within the overall borrowing limits of the Bank, as approved by the Members from time to time.</p> <p>The proposed offer is in the interests of the Company and the Directors recommend the passing of the Special Resolution, as set forth in Item No.8 of this Notice for approval by the Members of the Bank.</p> <p>As this resolution is a lengthy one, may I have your consent to take the resolution as read.</p>
	<p>Huh...we may now move on to the next agenda.</p>

It is a Special resolution for Amendment in Employees Stock Option Scheme

The Employees Stock Option Scheme (SIB ESOS 2008) is an effective tool to attract, reward, retain and motivate the employees, it creates a proprietary interest among the employees, provide them an opportunity to share in the growth of the Bank and create long- term wealth in their hands. Accordingly, the Employees Stock Option Scheme (SIB ESOS 2008) was created in the year 2008 after obtaining the approval of shareholders at the 80th Annual General Meeting held on August 18, 2008 and the same was further amended by shareholders vide their resolution at the 85th, 87th and 92nd Annual General Meeting of the Bank held on June 28, 2013, July 15, 2015 and September 29, 2020, respectively.

The existing scheme provides for grant of ESOS to Permanent employees only. But going forward, in order to attract and retain the good talent, the Bank proposes to extend the ESOS to employees appointed for a fixed tenure also, in the form of variable pay/incentive. Further in order to make the Scheme more attractive the exercise period is proposed to increase to five years from one year.

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The proposed variation is of general nature and it applies

	<p>to the options to be granted to the eligible employees (present and future). It is not detrimental to the interests of employees.</p> <p>As this resolution is a lengthy one, may I have your consent to take the resolution as read.</p>
	<p>“Ladies & gentlemen, we have transacted all the business that was on the agenda.</p> <p>Members may note that the voting on the NSDL platform will continue to be available for the next 30 minutes. Therefore, members who have not cast their vote yet are requested to do so.</p> <p>In this regard, The Board of Directors has appointed Mr. P. D. Vincent, Practicing Company Secretary (Managing Partner SVJS & Associates, Company Secretaries) or failing him Mr. Jayan K. L., Practicing Company Secretary (Partner SVJS & Associates, Company Secretaries) as the Scrutinizer to scrutinize the voting and Remote e-voting process in a fair and transparent manner.</p> <p>The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed subject to receipt of the requisite number of votes in favor of the Resolutions.</p> <p>I thank all the shareholders for attending the Meeting and for the kind co-operation and assistance extended for the smooth conduct of this Meeting.</p> <p>I am also taking on record that the prescribed number of members required for constituting a quorum, was present</p>

	<p>throughout the meeting.</p> <p>The Meeting stands terminated.</p> <p>Thank you once again.</p>
<p>Note:</p> <ol style="list-style-type: none">1. This document has been edited to improve readability2. Blanks spaces in the transcript represent inaudible or incomprehensible words.3. Wherever the shareholder has spoken in Hindi the same is translated to English.	