



NOTICE

97th Annual General Meeting

The South Indian Bank Limited,

Registered Office: "SIB House", Mission Quarters, T.B Road,
Thrissur- 680 001, Kerala **Tel:** +91-487-2420020, 2429333
Email: ho2006@sib.co.in **Web:** www.southindianbank.com
CIN: L65191KL1929PLC001017

NOTICE is hereby given that the **97th Annual General Meeting ("the AGM")** of the shareholders of The South Indian Bank Limited ("the Bank") will be held on **Wednesday, 20th August, 2025 at 11:00.AM (IST)** via Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements, including Audited Balance Sheet and Profit and Loss Account of the Bank for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and the Auditors thereon.
 - b. the Audited Consolidated Financial Statements, including Audited Consolidated Balance Sheet and Profit and Loss Account of the Bank for the Financial Year ended March 31, 2025 and the Report of the Auditors thereon.
2. To declare a dividend of ₹0.40 per equity share of ₹1/- each (40%) for the Financial Year ended March 31, 2025.
3. To appoint a director in the place of Sri. Benny P Thomas (DIN: 09448424) who retires by rotation under Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. **Appointment of Joint Statutory Auditors and fixation of their remuneration:**

To appoint Joint Statutory Auditors and to fix their remuneration, and in this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142, 143 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 CO. DOS. RPD. No. S1994/08-21-005/2025-26 dated June 11,

2025, the members of the Bank be and is hereby: (1) take note the continuance of M/s. M P Chitale & Co. Chartered Accountants (Firm Registration Number: 101851W), having confirmed their eligibility to continue as the Joint Statutory Auditors of the Bank for the Financial year 2025-2026 (being their second year, who was appointed on 96th Annual General Meeting for a continuous period of three years upto conclusion of 99th Annual General meeting) and; (2) accord sanction for appointing M/s. Borkar & Muzumdar, Chartered Accountants (Firm Registration No: 101569W) who has offered themselves for appointment and have confirmed their eligibility to be appointed, as the Joint Statutory Auditors of the Bank for the period commencing from the conclusion of this, the 97th Annual General meeting until the conclusion of the 100th Annual General Meeting of the Bank for a continuous period of 3 years subject to the firm 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 ₹2,26,00,000/- (Rupees Two Crore Twenty Six Lakhs only) per year plus GST and out of pocket expenses extra (on actual basis) for the period of appointment for the purpose of Statutory Audit, Limited Review, Branch Audit, LFRAR, 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, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, remuneration, reimbursement of expenses 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 between the Bank and the Joint Statutory Auditors and as may be further approved by the Board from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby

authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in this regard for implementation of the resolution including but not limited to determination of roles and responsibilities/ scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering and executing the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank.”

SPECIAL BUSINESS:

5. Appointment of Secretarial Auditors and fixation of remuneration and other terms of appointment

To consider and if thought fit, to pass, with or without modification, the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Bank, consent of the Bank be and is hereby accorded for appointment of M/s. SVJS & Associates , Company Secretaries (Firm Registration No. P2008KE17900) and holding a valid peer review certificate (Certificate No. 6215/2024) issued by the Institute of Company Secretaries of India (the “ICSI”), as the Secretarial Auditors of the Company for a period of five (5) years, commencing from Financial Year 2025-26 till Financial Year 2029-2030, to conduct the Secretarial Audit of the Bank and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorized to pay a remuneration of ₹3,25,000/- per annum plus applicable taxes and out of pocket expenses (on actual basis) to M/s SVJS & Associates for the period of appointment for the purpose of conducting Secretarial Audit with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, remuneration, reimbursement of expenses etc., including by

reason of necessity on account of conditions as may be stipulated by SEBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors, based on the scope of work carried out by them from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

6. To Re-appoint Sri. R A Sankara Narayanan (DIN: 05230407) as Independent Director of the Bank.

To consider and if thought fit, to pass, with or without modification, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 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, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), 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 in force), the Rules, Circulars and Guidelines issued by the Reserve Bank of India, from time to time, and the provisions of the Articles of Association of the Bank, and on the basis of the recommendation of the Nomination and Remuneration Committee/ Board of Directors of the Bank confirming that Sri. R A Sankara Narayanan (DIN: 05230407) is meeting the skills and capabilities required for the role identified as detailed in the explanatory statement and the profile attached to this notice, and Sri. R A Sankara Narayanan (DIN: 05230407) who have submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible to be appointed as an Independent Director of the Bank and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of director of the Bank, and who was appointed as an Additional Director (Independent Director) pursuant to Section 161(1) of the Companies Act, 2013 on 15th October, 2020 further he was 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 by shareholders

at 93rd Annual General Meeting of the Bank held on August 18, 2021, be and is hereby re-appointed as an Independent Director of the Bank, for the purpose of Section 149 of the Companies Act, 2013 for a period of three (3) consecutive years with effect from October 15, 2025 for second term, not liable to retire by rotation."

7. Raising of funds by issue of Tier-II bonds/debentures/ securities on private placement basis

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

"RESOLVED THAT 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 Companies (Share Capital and Debentures) Rules 2014, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 including any amendments, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, 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), Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended and the Rules, Circulars and Guidelines issued by the 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, MTN (Medium-Term Notes) bonds (including bonds forming part of 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 ₹1,000.00 Crores (Rupees One Thousand Crores only), within the overall borrowing limits of the Bank, as approved by the Members from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, to seek the listing of debt securities in one or more recognized stock exchange(s) as may be required."

"RESOLVED FURTHER THAT the Board of Directors of the Bank or any Committee of the Board or such other persons as may be authorized by the Board, be and are hereby authorized to negotiate, modify and finalize the terms and conditions of the debt securities and sign the relevant documents/agreements in connection with the private placement of the debt securities, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other documents as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) on private placement of debt securities by the Bank and to further delegate the above powers to any Committee of Directors or any personnel of the Bank to act on their behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

8. Amendments in Employees Stock Option Scheme

To consider and if thought fit, to pass, with or without modification, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (the SEBI Regulations) issued by the Securities and Exchange Board of India (SEBI) and as amended from time to time and in terms of Clause 9.10 of The South Indian Bank Employees Stock Option Scheme-2008 (SIB ESOS-2008) which was originally approved by the shareholders at the 80th Annual General Meeting held on 18th August, 2008 and further amended by shareholders vide their resolution at the 85th Annual General Meeting of the Bank held on 28th June, 2013, at the 87th Annual General Meeting of the Bank held on 15th July, 2015, at the 92nd Annual General Meeting of the Bank held on 29th September, 2020, at 93rd Annual General Meeting of the Bank held on 18th August, 2021 and further subject to the applicable provisions of the Companies Act, 2013 and other applicable Rules, Regulations, Guidelines, provisions of Memorandum and Articles of Association of the Bank and further subject to necessary approval, if any, of the stock exchanges and other appropriate authorities, consent of the Bank be and is hereby accorded to vary and amend SIB ESOS-2008 as per the revisions mentioned in the statement pursuant to section 102(1) (explanatory statement) to this notice.

RESOLVED FURTHER THAT subject to the aforesaid variation of the terms, the existing SIB ESOS-2008

shall remain in force and Board / Nomination and Remuneration Committee of the Board (NRC), as the case may be, shall implement the same in accordance and in compliance of the terms of the SIB ESOS-2008, as amended from time to time.

RESOLVED FURTHER THAT the new Equity shares to be issued and allotted by the Bank under the aforesaid revised SIB ESOS-2008 shall rank pari passu in all respects with the existing fully paid Equity shares of the Bank.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Bank to do all such deeds, matters and things as may be necessary or expedient including getting the shares issued upon exercise of Options listed in one or more Stock Exchanges and to sign up agreements with Depositories and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the members of the Bank in this regard, subject to the provisions of the Guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or the Managing Director or such other person as may be authorised by the Board.”

By Order of the Board of Directors
Sd/-

Place: Thrissur,
Date: July 17, 2025

Jimmy Mathew
Company Secretary

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circulars 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, General Circular No 20/2020 dated May 05, 2020, 2/2022 dated May 05, 2022, General Circular No 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated on September 25, 2023, General Circular No. 09/2024 dated on September 19, 2024 on Clarification on holding of Annual General Meeting (AGM) through Video Conference (VC) or Other Audio-Visual Means (OAVM) and passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013 read with Rules made thereunder -Extension of timeline and all other circulars and guidelines issued by MCA in this regard (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Circular no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 on Limited relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated July 11, 2025 w.r.t. relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other Circulars and Guidelines issued by SEBI in this regard (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Bank is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only. The registered office of the Bank shall be deemed to be the venue for the AGM.
2. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI circulars referred above.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA/SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM on their behalf through VC/OAVM and participate there at and to cast their votes through remote e-voting/ e-voting during AGM. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.
4. The facility to attend the AGM through VC/OAVM will be provided through National Securities Depository Limited (NSDL). The detailed instructions pertaining to remote e-voting, joining the AGM through VC/ OAVM and Voting at the AGM are given separately hereunder.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. The Members can join the AGM in the VC/OAVM mode 30 minutes before and shall not be closed till expiry of 30 minutes after scheduled time of the conclusion of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to the members.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the notice of the 97th AGM to all the shareholders and the Annual Report 2024-25 to all security holders are being sent only through electronic mode to those security holders whose email addresses are registered with the Bank/ Depositories. Security holders may note that in line with the MCA circulars and SEBI Circulars the Notice and Annual Report 2024-25 will also be available on the Bank's website at <https://www.southindianbank.com> under 'Investors' Desk' section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively, and notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility), www.evoting.nsdl.com.
8. An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the business at Item Nos. 4 to 8 of the Notice is annexed hereto.
9. The relevant details, pursuant to Regulations 36(3) and other provisions of the SEBI Listing Regulations and Secretarial Standard on General Meetings

issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment/change in terms of appointment in this AGM are annexed to this notice.

10. As per the relaxation provided by the aforementioned MCA and SEBI circulars and regulations of SEBI(LODR) Regulations, 2015, the Bank will not be sending physical copies of AGM Notice and Annual Report to the shareholders and debenture holders. Further in compliance with the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015, a letter providing the web-link including the exact path, where complete details of the Annual Report are available will be send to those shareholders who have not registered their email address with the Bank / RTA/ Depository Participant.
11. The Board of Directors recommended a dividend of 40% i.e. ₹0.40 per Equity share of face value of ₹1 each per share for the Financial year ended March 31, 2025 which will be subjected to the approval of shareholders at AGM. The Cut-off Date/ Record Date for the purpose of determining eligibility for dividend, if declared, for FY 2024-25 is fixed on **Wednesday, 13th August, 2025**.
12. The Bank has fixed Wednesday, 13th August, 2025 as the Cut-off Date for the purpose of the 97th AGM and reckoning entitlement for voting through remote e-voting/ e-voting during the AGM on the Resolutions contained in this Notice. The remote e-voting /voting rights of the Members/beneficial owners shall be reckoned on the Equity Shares held by them as on **Wednesday, 13th August, 2025 (the Cut-off Date)** only.
13. The **Register of Members and Share Transfer Books of the Bank will remain closed from Thursday, 14th August, 2025 to Wednesday, 20th August, 2025 (both days inclusive)**. Dividend on equity shares as recommended by the Board for the year ended March 31, 2025, if declared at the meeting, will be paid on or before **Thursday, September 18, 2025** electronically through various online transfer modes or through issue of dividend warrants:
 - a) In respect of shares held in dematerialized mode, to all beneficial owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on **Wednesday, 13th August, 2025** and
 - b) to those members holding shares in physical form, whose names appear in the Bank's Register of Members at the close of business hours on **Wednesday, 13th August, 2025**.
14. Shareholders may kindly note that in continuation to the previous circulars issued by Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 has mandated that with effect from April 1, 2024 (updated vide SEBI Master Circular No. SEBI/HO/ MIRSD /MIRSD-POD/P/CIR/2025/91 dated June 23, 2025), dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
15. **Tax Deductible at Source:** As per the Income-tax Act, 1961 (the Act), as amended by the Finance Act, 2020, dividend paid or distributed by the Bank after April 1, 2020 shall be taxable in the hands of the Shareholders. The Bank shall therefore be required to deduct tax at source (TDS) at the prescribed rates, wherever applicable, at the time of making the payment of dividend to the shareholders. For details, shareholders may refer to the **Annexure-B** appended to this Notice.
16. Letter dated April 22, 2025 was sent to shareholders whose dividend amount for FY 2017-18 as well as subsequent dividend warrants issued up to FY 2023-24 were outstanding indicating a timeline to claim the outstanding dividend amounts. In terms of Section 124 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, members may please note that if the dividends have been unpaid or unclaimed for seven consecutive years or more, the underlying shares shall be transferred to the IEPF Demat Account maintained with depositories. Upon transfer of such shares to IEPF account, all benefits (e.g. bonus, split, etc.), if any, accruing on such shares shall also be credited to the IEPF Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in Web Form No. IEPF-5 available in MCA. The Members are requested to respond the communications received from the RTA in this regard as soon as possible or contact them for their assistance. Updated consolidated lists of Unpaid Dividend as of March 31, 2025 is hosted on website of the Bank at <https://www.southindianbank.com>.
17. All dividends remaining unclaimed or unpaid including the balance in Dividend Account up to and including financial year 1994 – 95 have been

transferred to the General Revenue Account of the Central Government. Any claim in respect of transferred amounts shall be made to the Registrar of Companies, Ernakulam, Corporate Bhawan, BMC Road, Thrikkakara, Kochi-682021, Kerala. Members may kindly note that the Unclaimed/Unpaid Dividend amounts for the years from the Financial Year 1996 – 97 to 2016–2017 have already been transferred to the Investors' Education and Protection Fund (the Fund) as required under Section 125 of the Companies Act, 2013.

18. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Bank, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends (including the dividend so transferred to the IEPF in the past) are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Bank, within the stipulated timeline.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Bank will be entitled to vote at the AGM.
20. All documents referred to in the notice are open for inspection at the Registered Office of the Bank and electronically on all working days between 10.00 AM and 3.00 PM up to the date of the Annual General Meeting.
21. Members may please note that there is a facility for nomination, in the prescribed form, of any person to whom shares in the Bank held by such Member shall vest in the event of his/her death.
22. Shares of the Bank are traded in dematerialized form. Members may opt for availing the benefits of electronic holding/transfer of shares held by them.
23. Members should notify the changes in their address immediately to the Transfer Agents/Depository Participants as the case may be, giving full details in block letters with Pin Code and Post Office along with address proof and photo identity proof.
24. Members described as "Minors" in the address but who have attained the age of majority, may get their status in Register of Members updated by producing proof of age in the manner as detailed in clause 26 below.
25. NRI shareholder who is permanently settled in India can change their status from 'NRI' to 'Resident' by submitting proof of the same and copy of Resident Account opened in the manner as detailed in clause 26 below.
26. The shareholders are requested to furnish, if not provided, **(a) PAN and KYC details, (b) Nomination** (Either Nomination through Form SH-13 or cancellation or variation in nomination through Form SH-14 as provided in the Rules 19 of Companies (Share Capital and Debenture) Rules, 2014 or 'Declaration to Opt-out', as per Form ISR-3), **(c) Contact details:** Postal address with PIN, Mobile number, E-mail address **(d) Bank account details** (bank name and branch, bank account number, IFS Code) **(e) Specimen signature.** The forms are made available in Bank's website at: <https://www.southindianbank.com> >> Investors' Desk >> Shareholder information>> Investor Service Request Form and other disclosures, and also in Annual Report 2024-25.
27. Members holding shares in physical form are requested to address all their correspondence pertaining to change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, Power of Attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFS Code, etc. to the Registrar and Share Transfer Agent (RTA) viz. M/s. MUFG Intime India Pvt. Ltd., Surya 35, Mayflower Avenue Behind Senthil Nagar Sowripalayam Road Coimbatore - 641028 Tel : 0422-2314792 Email : coimbatore@in.mpms.mufg.com, Website: www.in.mpms.mufg.com and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.
28. Since transfer of securities of listed companies in physical mode has been discontinued with effect from, April 01, 2019, except in case of request received for transmission of securities, shares of the Bank are traded on the stock exchanges compulsorily in demat mode and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. In order to facilitate ease of investing for investors and to secure the rights of investors, a special window, only for re-lodgement of transfer deeds which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise, is decided to be opened for a period of six months from July 07, 2025 till January 06, 2026. The securities that are re-lodged for transfer during this period shall be issued only in demat mode. Members can contact the Bank or Bank's Registrars and Share Transfer Agent (RTA),

M/s. MUFG Intime India Pvt. Ltd., for assistance, if any, in this regard. Further the legal heir/ nominees has to request for transmission of securities on death of the shareholder in Form Annexure C- ISR-5 in Annual Report and has to get the shares transmitted and dematerialised using the letter of confirmation issued by the Company/RTA within 120 days of issue of the Letter of Confirmation.

29. The shareholders may note that, if the members fail to get the shares dematerialised within 120 days from the date of "Letter of Confirmation" issued by the Bank/ RTA, after processing the modification/ service requests as detailed in para 26 or 28 above, the folio will be transferred to Bank's Suspense Escrow Demat Account after the expiry of 120 days, as per the SEBI guidelines issued in this regard.
30. The Members who are holding shares in demat form and have not yet registered their e-mail IDs, mobile numbers and other KYC Details are requested to register the same with their Depository Participant at the earliest, to enable the Bank to use the same for their contacts and serving documents to them electronically, hereinafter.
31. Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.
32. Members are eligible to cast vote electronically only if they are holding shares as on the Cut-off Date (i.e., Wednesday, 13th August, 2025). If any person who is not a member /ceased to be a member as on the cut-off date should treat this notice for information purpose only. The remote e-voting period begins on 16th August, 2025 at 10:00 AM (IST) and ends on 19th August, 2025 at 05:00 PM (IST).
33. Relevant documents referred to in the accompanying Notice of the AGM are available on the website of the Bank for inspection by the Members. The Certificate from the Secretarial Auditors of the Bank confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with respect to the Bank's Employee Stock Option Scheme will be available for inspection through electronic mode.
34. **E-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 5,

2022, December 28, 2022, September 25, 2023 and September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL on the resolutions mentioned in this notice of the 97th Annual General Meeting of the Bank, dated July 17, 2025 ("the AGM Notice"). E-voting facility to its members holding share in physical or dematerialized form, as on the Cut-off Date, being Wednesday, August 13, 2025, to exercise their right to vote by electronic means on any or all of the business specified in this Notice (the "Remote e-voting").

35. The Members can join the AGM in the VC/OAVM mode 30 minutes before the time scheduled to start the meeting and the facility for joining the meeting shall not be closed till the expiry of 30 minutes after such scheduled time of the commencement of the Meeting, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
36. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.southindianbank.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during AGM) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on August 16, 2025 at 10:00 A.M(IST) and ends on August 19, 2025 at 05:00

P.M (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (Cut-off Date) i.e. August 13, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date, being August 13, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 as updated vide SEBI Master Circular No. SEBI/ HO/ CFD/ PoD2/ CIR/ P/ 0155 dated November 11, 2024 w.r.t. e-voting facility provided by listed entities, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: [Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.](#)

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 134691 then user ID is 134691***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.
-

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “**EVEN**” of company **(134691)** for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutiniservoting@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sibagm@sib.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sibagm@sib.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for

e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN (134691) of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at sibagm@sib.co.in The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ ask questions as a speaker during the Meeting may pre-register themselves in advance by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at sibagm@sib.co.in between Sunday, August 10, 2025 (9:00 AM (IST)) to Friday, August 15, 2025 (5:00 PM (IST)). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

7. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by August 10, 2025 prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at sibagm@sib.co.in. These queries will be replied to by the company suitably by email.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sibagm@sib.co.in / coimbatore@in.mpms.mufg.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.com or contact at 022 - 4886 7000.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Amit Vishal, Deputy Vice President (NSDL) National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051, or send an email to evoting@nsdl.com or call at 022 - 4886 7000

37. The Board of Directors has appointed Sri. P. D. Vincent, Practicing Company Secretary (Managing Partner SVJS & Associates, Company Secretaries) or failing him Sri. Jayan K, 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.

38. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

39. The result declared along with the Scrutinizer's Report shall be placed on the Bank's website www.southindianbank.com and on the website of NSDL www.evoting.nsdl.com. immediately. The Bank shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Bank are listed.

40. Further shareholders may also contact the Bank at 0487-2429333 or NSDL at 022 - 4886 7000 for any technical issue in login / e-voting/ attending AGM via Video Conferencing /OAVM.

41. All communications/correspondence with regard to Equity Shares and dividend may be forwarded to the Share Transfer Agent at the address given below:

M/s MUFG Intime India Pvt. Ltd

Surya 35, Mayflower Avenue

Behind Senthil Nagar, Sowripalayam Road

Coimbatore – 641028, Tel : 0422-2314792

Email : coimbatore@in.mpms.mufg.com, Website: www.in.mpms.mufg.com.

Statement of Material facts as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the Notice dated 17th July, 2025

Item No 4: Appointment of Joint Statutory Auditors and fixation of their remuneration:

The Reserve Bank of India vide circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 stipulated that "For Entities with asset size of ₹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 [Partnership firms/Limited Liability Partnerships (LLPs)]. All other Entities should appoint a minimum of one audit firm (Partnership firm/LLPs) for conducting statutory audit. It shall be ensured that joint auditors of the Entity do not have any common partners and they are not under the same network of audit firms. Further, the Entity may finalise the work allocation among SCAs/SAs, before the commencement of the statutory audit, in consultation with their SCAs/SAs. The above RBI guidelines, applicable from FY 2021-22 onwards, inter alia mandates that in order to protect the independence of the auditors/audit firms, entities will have to appoint the SCAs/SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Further, Commercial Banks can remove the audit firm during the above period only with the prior approval of the concerned office of RBI (Department of Supervision).

As per RBI circular, the Bank is required to take prior approval of RBI (Department of Supervision) for appointment/reappointment of SCAs/SAs, on an annual basis. Thus the Bank has to confirm the eligibility and apply to RBI for approval for continuing the appointment of Joint Statutory Central Auditor, viz., M/s. M P Chitale & Co. Chartered Accountants (Firm Registration Number: 101851W) for FY 2025-26 as their second year. Further the Board of directors has also recommended Chartered Accountant firm to be appointed as new JSCA in place of K Venkatachalam Aiyer & Co, Chartered Accountants, who will be retiring on the conclusion of 97th AGM.

In compliance with the above circular and based on the recommendation of the Board of directors, the Reserve Bank of India vide letter No CO. DOS. RPD. No. S1994/08-21-005/2025-26 dated June 11, 2025 has approved the continuation of M/s. M P Chitale & Co. Chartered Accountants (Firm Registration Number: 101851W), as Joint Statutory Auditors of the Bank for the Financial Year 2025-26 and this will be their second year and to appoint M/s Borkar & Muzumdar, Chartered Accountants (Firm Registration No: 101569W) as new Joint Statutory Auditors for the period commencing from the conclusion of this the 97th Annual General meeting until the conclusion of the 100th Annual General

Meeting of the Bank for a continuous period of 3 years.

M/s. M.P. Chitale & Co Chartered Accountants is a multi-disciplinary chartered accountancy firm having existence for more than 75 years providing a wide spectrum of professional services under one roof across diverse industries. Assembled from diverse backgrounds, their team comprised of over 200 highly trained personnel and 14 partners specializing in their respective service lines, has worked alongside companies of all sizes. Headquartered in Fort, Mumbai, India, with branches at Prabhadevi and Pune, they cater to clients across several geographies and service lines. The partners have impeccable experience involving in working groups and committees of RBI (including INDAS - Banks), IRDAI and expert advisory committee of ICAI. The firm is a non-network member of DFK International presently ranked 6th amongst global accounting association of independent professional accounting firms and business advisors.

M/s Borkar & Muzumdar, Chartered Accountants is a reputed firm of Chartered Accountants with over 75 years of experience. They are offering a wide array of specialized services including Assurance, Taxation Consultancy and Financial Advisory Services catering to a diverse set of organizations across India. Apart from Statutory audits, their comprehensive services suite includes Risk based internal audits, Internal Financial Control Reviews, Investigation Assignments, Due Diligence Reporting, Tax structuring and Data verification assignments involving use of special audit software/ tools. Their practice is built around 18 partners supported by a team of over 230 Staff comprising qualified Chartered Accountants, experienced associates, trainees and support personnel. They have been extending service as the Statutory Central Auditors of several Public and Private Sector Banks, other Private and Public Sector Undertakings, NBFCs, Insurance Companies, infrastructure and listed companies for many years.

The Board of Directors recommends to take note the RBI approval to continue the engagement of M/s. M P Chitale & Co. Chartered Accountants (Firm Registration Number: 101851W) as Joint Statutory Auditors of the Bank for the financial year 2025-26 (for their second year), being the firm satisfying the eligibility norms laid down by RBI for the financial year 2025-26 and for appointment of M/s Borkar & Muzumdar, Chartered Accountants (Firm Registration No: 101569W) as new Joint Statutory Auditors of the Bank from the conclusion of 97th Annual General Meeting for a continuous period

of three years (i.e. from the conclusion of 97th Annual General Meeting for the financial year 2025-26 till the conclusion of Annual General meeting for the financial year 2027-28) as recommended by the Audit committee subject to the firm satisfying the eligibility norms each year and obtaining Reserve Bank of India's prior approval in this regard, on an annual basis, for the purpose of Statutory Audit, Limited Review, LFAR, Branch audit, 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, with a total remuneration of ₹ 2,26,00,000/- (Rupees Two Crore Twenty Six lakhs only) per year plus GST and out of pocket expenses extra (on actual basis) for the period of appointment payable as Audit/certification fees to M/s M P Chitale & Co. and to M/s Borkar & Muzumdar. Out of which ₹17,00,000/- (Rupees Seventeen lakhs Only) payable to M/s K Venkatachalam Aiyer & Co., retiring JSCA of the Bank for audit of Q1 of FY 2025-26. Considering the volume of works and man hour involved and 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, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors, based on review of their profile, experience and specialization in audit of banking and financial service sector.

During Financial year 2024-25 the Bank has paid ₹2,26,00,000/- as statutory central audit and certification fee, as approved by members in 96th AGM held on 27th August, 2024, The same is including all certificates as stipulated by the RBI at its appointment letter/circular/notification, certificates required under Companies Act, 2013 and SEBI Listing Regulations, 2015, reporting on internal financial controls of the Bank's accounts at its head office, branches and other offices and issuing certificate(s) specified by the regulators/ any other statutory body/body corporates/central govt. /state govt. /Govt. Schemes from time to time. Out of Pocket expenses above the audit fee excluding GST (on actual basis). There is no increase/change proposed in Audit fees for the Financial Year 2025-26 compared to audit fees paid during last financial year.

After multiple level of discussion with Auditors it has been approved by the board, subject to approval

of shareholders, to pay a total fee of ₹ 2,26,00,000 (including Branch audit fee) i.e. in line with the fees paid during previous year ended March 31, 2025 which is considered to be reasonable considering the efforts taken by the auditors to ensure the smooth conduct of the audit. The same has been placed before the members of the Bank for approval.

The new appointment is in compliance with RBI circular No. DoS. CO. ARG/ SEC. 01/ 08. 91. 001/ 2021-22 dated April 27, 2021.

The Board of Directors recommends passing of the ordinary resolution at Item No. 4 of the accompanying notice.

None of the Directors and Key Managerial Personnel of the Bank and their relatives in any way are concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 4.

Item No. 5: Appointment of Secretarial Auditors and fixation of remuneration and other terms of appointment

The Securities and Exchange Board of India, vide its notification dated 12 December 2024, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). As per the revised regulation, listed entities are required to appoint a Secretarial Auditor who is a peer reviewed company secretary, and meets the eligibility criteria, as specified in Regulation 24A of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024.

Further, as per Sub-Section 3 of Section 204 of the Companies Act 2013, the report of Board of Directors prepared under Section 134(3) of the Act shall include explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the company secretary in practice in his secretarial audit report.

Further, as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 w.e.f. December 13, 2024 read with FAQs for LODR Regulations issued by SEBI, the appointment, re-appointment or continuation of the Secretarial Auditor of the listed entity w.e.f. April 1, 2025 shall be in compliance with the amended regulation 24A of the LODR. Further, any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating the tenure of Secretarial Auditor under the LODR regulations.

Secretarial Audit firm i.e, a Partnership firm or Limited Liability Partnership (LLP) duly registered with ICSI , can

be appointed as Secretarial Auditor for not more than two terms of five consecutive years.

In compliance with these regulations, and as recommended by the Audit Committee, the Board of Directors of the Bank recommended the appointment of M/s. SVJS & Associates, Company Secretaries, as the Secretarial Auditors of the Bank, for a period of five consecutive years from fiscal 2025-26 to fiscal 2029-30, for the approval of the members of the Bank. M/s SVJS & Associates, bearing Firm Registration No. P2008KE17900 and holding a valid Peer Review Certificate (certificate no. 6215/2024) issued by the Institute of Company Secretaries of India (the "ICSI"), possesses extensive expertise and experience in conducting secretarial audits for several listed entities.

M/s. SVJS & Associates has given their consent and confirmed their eligibility for appointment as the Secretarial Auditors of the Bank and that this appointment, if made, would be within the limit specified by the ICSI and they have no disqualifications or conflicts of interest as prescribed under the SEBI Listing Regulations and circulars thereto.

The Board, based on the recommendation of the Committee, has proposed a remuneration of ₹3,25,000/- per annum plus applicable taxes and out of pocket expenses (on actual basis) to be paid to M/s SVJS & Associates for conducting secretarial audit for the period of appointment. The said remuneration is commensurate to the scope of the audit to be carried out. Further, for the remaining period Secretarial Auditors may be eligible for such remuneration and expenses as may be mutually agreed between the Bank and the said Secretarial 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 SEBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors, based on the scope of work carried out by them from time to time.

M/s. SVJS & Associates is a well-known firm of Practising Company Secretaries founded in 2008, based in Kochi and have offices in Bengaluru, Chennai and Mumbai. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. M/S. SVJS & Associates has a team of 55 members including 5 partners and focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields,

delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors like banking, manufacturing, pharmaceuticals, and public utilities.

Considering their efficiency, experience and expertise, and based on the recommendation of the Audit Committee, the Board recommends passing of the ordinary resolution, as set out in item no. 5 of this notice, for the approval of the members.

None of the Directors and the Key Managerial Personnel of the Bank and their relatives, are in any way, financially or otherwise, concerned or interested, in the ordinary resolution, as set out in item no. 5 of this notice.

Item No. 6: To appoint Sri. R A Sankara Narayanan (DIN: 05230407) as Independent Director of the Bank.

Sri. R A Sankara Narayanan (DIN: 05230407) who was appointed by the Board as an Additional Director (Independent Director) pursuant to Section 161(1) of the Companies Act, 2013 on 15th October, 2020 and appointed by shareholders 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 by shareholders at 93rd Annual General Meeting of the Bank held on August 18, 2021, and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of director of the Bank, is proposed to be appointed for a second term for a further period of three years w.e.f. October 15 2025 as 'Non-Executive Independent Director' of the Bank, for the purpose of Section 149 of the Companies Act, 2013, to hold office till October 14, 2028, not liable to retire by rotation.

Sri. R A Sankara Narayanan (DIN: 05230407), aged 65 years, started his banking career as a joint recruit officer of Bank of India in 1983 and has supervised various branches, zones and national banking groups across the country. He has headed several departments in the corporate offices, including Treasury, Retail, International Banking, Corporate Credit, Risk Management, Compliance, Retail, Marketing, Recovery and Human Resources and had also been a part of overseas assignments in Tokyo and Singapore. During his reign as Executive Director of Bank of India starting from May 2015, he had handled the treasury, corporate credit, recovery, risk management and compliance departments. He was also in-charge of the departments namely International Banking, Retail, HR, IT, Planning and Finance. Sri. R A Sankara Narayanan represented BOI at various platforms such as PT Bank of India Indonesia Tbk, Bank of India - Tanzania, Commonwealth Finance

Corporation Ltd (CFCL-Hongkong), BOI New Zealand Ltd, BOI Shareholding. He has been appointed as Managing Director and Chief Executive Officer of Vijaya Bank in September 2017. He has been designated as the MD and CEO of Canara Bank w.e.f. April 1, 2019 till his superannuation in January, 31 2020.

The Nomination & Remuneration Committee ('NRC') had assessed the profile of Sri. R A Sankara Narayanan (DIN: 05230407) and having found him to be 'Fit and Proper' in terms of the Reserve Bank of India's Circular on 'Fit and Proper' criteria for directors of banks, and after determining his suitability for appointment by undertaking a due diligence process and performance evaluation in terms of Sections 149, 150, 152, 160 read with Schedule IV of the Act and SEBI regulations.

Based on the performance evaluation of Sri. R A Sankara Narayanan (DIN: 05230407) done by the Nomination and Remuneration Committee and Board of the Bank, the performance was found to be good.

In the opinion of the Board, Sri. R A Sankara Narayanan Independent Director proposed to be re-appointed fulfils the conditions specified in the Act, the rules made thereunder and SEBI Regulations, RBI Regulations and that he is independent of the Management.

Further capabilities required for the role and the manner in which the proposed person meets such requirements as considered and approved by the Nomination and Remuneration Committee and the Board of Directors are detailed below.

Capabilities required for the role	The manner in which the proposed person meets such requirements
<p>Skills and capabilities required: Banking, Human Resource, Risk, Law, Agriculture and Rural Economy.</p> <p>He is proposed to be appointed as Non-Executive Independent Director</p>	<p>Sri. R A Sankara Narayanan is an exemplary candidate for the role of an Independent Director as he holds a post-graduate degree in Public Administration and has also done MBA in Finance, CAIIB, PGDPM, PGDFM, DTIRM, DCP and BRM. He started his banking career in 1983 and has supervised various branches, zones and national banking groups across the country. He has headed several departments in the Corporate Offices, including Treasury, Retail, International Banking, Corporate Credit, Risk Management, Compliance, Retail, Marketing, Recovery and Human Resources and had also been a part of overseas assignments in Tokyo and Singapore. During his reign as Executive Director of Bank of India starting from May 2015, he had handled the Treasury, Corporate Credit, Recovery, Risk Management and Compliance Department. He was also in-charge of the departments namely international banking, retail, HR, IT, planning and finance. Sri. R A Sankara Narayanan represented BOI at various platforms such as PT Bank of India Indonesia Tbk, Bank of India - Tanzania, Commonwealth Finance Corporation Ltd (CFCL-Hongkong), BOI New Zealand Ltd, BOI Shareholding. He has been appointed as Managing Director and Chief Executive Officer of Vijaya Bank in September 2017. He has been designated as the MD and CEO of Canara Bank w.e.f. April 1, 2019 till his superannuation in January, 31 2020.</p>

Sri. R A Sankara Narayanan (DIN: 05230407) has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and he is eligible to be appointed as an Independent Director of the Bank. The Bank has received a notice in writing, proposing his candidature for the office of Director of the Bank.

The detailed profile and additional information in respect of Sri. R A Sankara Narayanan (DIN: 05230407), pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given as Annexure to this Notice.

The Nomination and Remuneration Committee of Board and the Board of Directors recommends the resolution in relation to the appointment of Sri. R A Sankara Narayanan (DIN: 05230407) as Non- Executive Independent Director of the Bank as set out in item No. 6 for approval of the Members by way of a Special Resolution.

Save and except Sri. R A Sankara Narayanan, none of the Directors and Key Managerial Personnel or relatives thereof are, in any way, concerned or interested financially or otherwise in passing the Special Resolution set out at Item No. 6.

Item No 7: Raising of funds by issue of Tier-II bonds/debentures/ securities on private placement basis

The Bank has been borrowing funds to meet the business requirements within the limits approved by the shareholders by way of issuance of various debt securities (bonds/debentures) as permitted by Reserve Bank of India ("RBI") and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, and other applicable laws, from time to time.

In terms of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a special resolution, for each of the offers or invitations/subscriptions. In case of offer or invitation for subscription of non-convertible debentures, it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitation for subscription of such debentures during the year.

Accordingly, the Bank had obtained the approval of Members at the 96th AGM held on 27th August, 2024 for borrowing/raising funds by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, up to ₹750.00 Crore (Rupees Seven Hundred and Fifty Crore only), in one or more tranches. However, the Bank has not raised any Debt Capital during the financial year 2024-25.

During FY 2024-25, pursuant to the approval of RBI vide its letter ref. DOR.CAP.S959/21-01-002/2024-25 dated May 14, 2024, the Bank has exercised the call option of Bank's Non-convertible, Redeemable, Fully Paid-Up, Unsecured, Basel III compliant Tier 2 Bonds with ISIN INE683A08044, listed on BSE with face value of ₹1,00,000/- (Rupees One Lakh only) each at Par (with coupon rate at 11.75% p.a.) aggregating to ₹250.00 crore and has made timely payment of Principal amount along with interest on aforesaid bond from last interest payment due date i.e. March 26, 2024 to June 25, 2024, on June 26, 2024. Further the Bank has also exercised call option of Bank's Non-convertible, fully paid-up, unsecured, perpetual, Basel III Compliant, Tier I Bonds, listed in BSE with ISIN INE683A08051, aggregating to ₹500 crore on January 24, 2025 in compliance with Information Memorandum and as approved by Reserve Bank of India (RBI) vide letter No. DOR.CAP.S4648/21-01-002/2024-25 dated November 04, 2024 and Bank has made timely payment of Principal amount along with interest on aforesaid bond.

The Reserve Bank of India ("RBI") has issued its Master Circular on Basel III Capital Regulations vide ref No. RBI/2025-26/08 DOR.CAP.REC.2/21.06.201/2025-26 dt April 01, 2025 and RBI Master Circular on Housing Finance vide ref no. RBI/2025-26/16 DOR.CRE.REC. No.12/08.12.001/2025-26 dated April 1, 2025 (with provisions that Banks can issue long-term bonds with a minimum maturity of seven years to raise resources for lending to affordable housing subject to the conditions mentioned in circular DBR.BP.BC. No.25/08.12.014/2014-15 dated July 15, 2014 on "Issue of Long term Bonds by Banks-Financing of Infrastructure and Affordable Housing", and related circulars on the subject). In compliance with these guidelines and other applicable guidelines issued by RBI, enable banks to raise Unsecured Perpetual Debt Instruments (part of Additional Tier I capital), Tier II Capital Bonds and Long Term Bonds (financing of infrastructure and affordable housing) from the market."

In order to facilitate the raising of funds by way of issue of debt securities, it would be necessary to have the fresh approval of members in place. Accordingly, the Board of Directors, after assessing its fund requirements, has proposed to obtain the consent of the Members of the Bank for borrowing/raising funds in Indian/foreign currency by issue of debt securities including but not limited to non-convertible debentures, bonds, etc., pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, up to ₹1000.00 Crores (Rupees One Thousand Crores only), in one or more tranches in domestic and/or overseas market, as per the structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors on private placement basis, on such terms and conditions as the Board of Directors or any Committee(s) thereof or such other persons as may be authorized by the Board, from time to time, determine and consider proper and appropriate for the Bank. This would form part of the overall borrowing limits under Section 180(1)(c) of the Companies Act, 2013. The Resolution under Section 42 of Companies Act, 2013 shall be valid for a period of one year from the date of passing of this resolution.

The pricing of the debt securities referred above depends on various factors which may include prevailing risk free rates, competitor rates of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and prevailing investor regulations. Further, debt securities may be issued either at par/premium to the face value depending upon the prevailing market conditions, as permitted by the relevant applicable regulations.

Accordingly, the approval of Members is being sought by way of Special Resolution as set out at in Item No. 7 of this Notice for borrowing/raising funds in Indian/

foreign currency by issue of debt securities on private placement basis.

Your Board recommends the Special Resolution, as set forth in Item No.7 of this Notice for approval by the Members of the Bank.

None of the Directors, Key Managerial Personnel or Senior Management of the Bank and their relatives in any way are concerned or interested, financially or otherwise, in passing the Special Resolution set out at Item No. 7.

Item No 8: Amendments in Employees Stock Option Scheme

The Employees Stock Option Scheme (SIB ESOS 2008) was created in the year 2008 as an effective tool to attract, reward, retain and motivate the employees, after obtaining the approval of shareholders at the 80th Annual General Meeting held on August 18, 2008 and further amended by shareholders vide their resolution at the 85th, 87th, 92nd and 93rd Annual General Meeting of the Bank held on June 28, 2013, July 15, 2015, September 29, 2020 and August 18, 2021 respectively.

Stock options 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. The proposed modification to the ESOS scheme is intended solely to make the provisions of the Scheme more specific and to explicitly cover the scope of provisions permitted under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and to refer to the provisions of latest statutes. The changes are clarificatory in nature and aim to enhance

regulatory alignment, without altering the intent, structure, or key terms of the Scheme and the scheme is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The maximum number of Options granted to Eligible Employees of the Bank under this Scheme shall not exceed 5 % [five percent] of the total number of fully paid up Equity Shares of the Bank, from time to time, as on the date(s) of Grant of Options under this Scheme. Thus the Bank may from time to time increase the number of Options available for being granted under the Scheme in a dynamic manner concomitant with the number of fully paid up shares in the capital of the Bank from time to time subject to the approval of NRC/ Board. The Bank has up to June 30, 2025 granted an aggregate of 7,59,70,539 options under 17 tranches in terms of SIB ESOS 2008 amended from time to time, to Eligible Employees aggregating 2.90% of the issued and paid-up Capital of the Bank as at June 30, 2025. As on June 30, 2025 the Bank was having a paid- up share capital of ₹261,63,39,940/- divided in to 2,61,63,39,940 Equity shares of ₹1/- each.

In terms of Para 9.10 of the SIB ESOS 2008 read with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, stipulates the following conditions:

- That the proposed variation to the scheme should not be detrimental to the interests of the employees
- That the company may by special resolution in a general meeting vary terms of SIB ESOS 2008 to govern the options yet to be granted and Options granted but yet to be exercised under the said Scheme.

The Modifications to the scheme are summarised below:

Sl. No.	Para No.	Existing	Modified
1	2	<p>2. BACKGROUND OF THE SCHEME</p> <p>A Committee of the Directors styled as Nomination and Remuneration Committee of the Board (NRC) has been constituted in accordance with the SEBI Guidelines. The NRC, after due deliberations, has framed the SIB ESOS 2008 which has been duly approved by the Board of Directors of the Bank. The shareholders of the Bank have approved the SIB ESOS 2008 by means of a special resolution at the 80th Annual general meeting held on 18th August, 2008 and further amended by shareholders vide their resolution at the 85th Annual General Meeting of the Bank held on 28th June, 2013, at the 87th Annual General Meeting of the Bank held on 15th July, 2015 and at 92nd Annual General Meeting of the Bank held on 29th September 2020.</p> <p>SIB ESOS 2008 is subject to all applicable laws, rules, and regulations.</p>	<p>2. BACKGROUND OF THE SCHEME</p> <p>A Committee of the Directors styled as Nomination and Remuneration Committee of the Board (NRC) has been constituted in accordance with the SEBI Guidelines. The NRC, after due deliberations, has framed the SIB ESOS 2008 which has been duly approved by the Board of Directors of the Bank. The shareholders of the Bank have approved the SIB ESOS 2008 by means of a special resolution at the 80th Annual general meeting held on 18th August, 2008 and further amended by shareholders vide their resolution at the 85th Annual General Meeting of the Bank held on 28th June, 2013, at the 87th Annual General Meeting of the Bank held on 15th July, 2015, at 92nd Annual General Meeting of the Bank held on 29th September 2020, at 93rd Annual General Meeting of the Bank held on 18th August 2021 and at 97th Annual General Meeting of the Bank held on 20th August 2025*.</p> <p>SIB ESOS 2008 is subject to all applicable laws, rules, and regulations issued by Regulators from time to time.</p>
2	4(f)	<p>“Eligible Employee” means a permanent employee, such other employee who is employed by the Bank for a fixed term and includes Director (whether Whole time Director or not) other than an Independent Director, who qualifies as per the selection criteria of NRC for issue of Options under this Scheme.</p>	<p>“Eligible Employee” means a permanent employee, such other employee who is employed by the Bank for a fixed term and includes Director (whether Whole Time Director or not) including a non-executive director who is not a promoter or member of the promoter group, other than an Independent Director, who qualifies as per the selection criteria of NRC for issue of Options under this Scheme, but excludes:</p> <ol style="list-style-type: none"> 1. an employee who is a promoter or a person belonging to the promoter group; 2. or a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the company
3	4(n)	<p>“Independent Director” shall have the same meaning assigned to it in Clause 49 of the equity listing agreement as prescribed by Securities and Exchange Board of India.</p>	<p>“Independent Director” shall have the same meaning assigned to it under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;</p>

Sl. No.	Para No.	Existing	Modified
4	4(p)	“Market Price” means the latest available closing price on a recognized stock exchange on which shares of the Bank are listed on the date immediately prior to Relevant Date.	“Market Price” means the latest available closing price on a recognized stock exchange on which the shares of the company are listed on the date immediately prior to the relevant date. Explanation,—If such shares are listed on more than one recognized stock exchange, then the closing price on the recognized stock exchange having higher trading volume shall be considered as the market price.
5	4(r)	“Regulations” means Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time.	“Regulations” means Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.
6	4(u)	“Permanent Disability” means, with respect to a person, a physical or mental impairment of sufficient severity that, in the opinion of the Bank, the person is unable to continue performing the duties the person performed before such impairment and that impairment or condition is cited by the Bank as the reason for termination of the person’s employment with the Bank.	“Permanent Incapacity” / “Permanent Disability” means, with respect to a person, a physical or mental impairment of sufficient severity that, in the opinion of the Bank, the person is unable to continue performing the duties the person performed before such impairment and that impairment or condition is cited by the Bank as the reason for termination of the person’s employment with the Bank.
7	4 Last para	All other expressions not defined herein shall have the same meaning as have been assigned to them under the Guidelines, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, SEBI (Disclosure and Investors Protection) Guidelines, 2000, the Companies Act, 2013, Securities And Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014, RBI Guidelines, Compensation policy of the Bank and all statutory modifications or re-enactments thereof, as the case may be.	All other expressions not defined herein shall have the same meaning as have been assigned to them under the Guidelines, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, RBI Guidelines, Compensation policy of the Bank and all statutory modifications or re-enactments thereof, as the case may be.

Sl. No.	Para No.	Existing	Modified
8	7 Para(a)	<p>7. ADMINISTRATION OF THE SCHEME</p> <p>a) Notwithstanding anything stated herein, but subject to the terms of the resolution passed by the shareholders at the 80th Annual General Meeting of the Bank held on 18th August, 2008, and further amended by the resolutions passed by the shareholders at the 85th Annual General Meeting of the Bank held on 28th June, 2013, 87th Annual General Meeting of the Bank held on 15th July, 2015 and 92nd Annual General Meeting of the Bank held on 29th September 2020 and subject to the Regulations prescribed by SEBI, RBI the NRC, in its absolute discretion, has been authorized, inter alia, to determine all the terms governing the Scheme including any variation thereof and including, but not limited to the following:</p>	<p>7. ADMINISTRATION OF THE SCHEME</p> <p>a) Notwithstanding anything stated herein, but subject to the terms of the resolution passed by the shareholders at the 80th Annual General Meeting of the Bank held on 18th August, 2008, and further amended by the resolutions passed by the shareholders at the 85th Annual General Meeting of the Bank held on 28th June, 2013, 87th Annual General Meeting of the Bank held on 15th July, 2015 and 92nd Annual General Meeting of the Bank held on 29th September 2020, at 93rd Annual General Meeting of the Bank held on 18th August 2021 and at 97th Annual General Meeting of the Bank held on 20th August 2025* and subject to the Regulations prescribed by SEBI, RBI the NRC, in its absolute discretion, has been authorized, inter alia, to determine all the terms governing the Scheme including any variation thereof and including, but not limited to the following:</p>
9	7 Para(a) 22 nd Bullet point	<p>framing suitable policies and systems to ensure that there is no violation of Securities and Exchange Board of India (Insider Trading) Regulations, 1992 and Securities Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995, by any eligible employee;</p>	<p>framing suitable policies and systems to ensure that there is no violation of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Securities Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as may be amended from time to time, by any eligible employee;</p>
10	9.6	<p>Non transferability of Options</p> <p>The Options Granted to the Grantees are not transferable. If the option Granted is pledged, hypothecated, mortgaged or otherwise alienated in any other manner, no Shares shall be allotted against such option.</p>	<p>Non transferability of Options</p> <p>(1) The Options Granted to the Grantees are not transferable.</p> <p>(2) The option granted to the Grantee shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.</p> <p>(3) In the event of death of the grantee while in employment, all the options granted under a scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased employee, as the case may be as detailed in para 9 sub para 8.</p> <p>(4) In case the grantee suffers a permanent incapacity while in employment, all the options granted to him/her under a scheme as on the date of permanent incapacitation, shall vest in him/her on that day as the case may be as detailed in para 9 sub para 9.</p>

Sl. No.	Para No.	Existing	Modified
11	9.8	a. In the event of death of a Grantee, Options Granted shall vest in the legal heirs immediately.	a. In the event of death of a Grantee, Options Granted (both vested and unvested options) shall vest in the legal heirs immediately.
12	12 b	The Shares issued on conversion of the Options will be listed on all the stock exchanges where the Bank's Equity Shares are presently listed and will be subject to terms and conditions of the listing agreements with the stock exchanges and the terms and conditions of the Scheme.	In case a new issue of shares is made under any scheme, shares so issued shall be listed immediately on all recognised stock exchange(s) where the existing shares are listed and will be subject to terms and conditions of the SEBI (LODR) Regulations, 2015 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and the terms and conditions of the Scheme.

* proposed date of this AGM.

It is confirmed that other than the above detailed clarificatory modifications to the scheme, that there is no change in the clauses relating to the brief description of the scheme, total number of options or benefits to be offered and granted, identification of classes of employees entitled to participate and be beneficiaries in the scheme, requirements and period of vesting, maximum period within which the options shall be vested, exercise price or pricing formula, exercise period or offer period and process of exercise or acceptance, appraisal process for determining employee eligibility, maximum number of options to be offered and issued per employee and in aggregate, maximum quantum of benefits per employee, mode of implementation and administration of the scheme is directly done by the Bank, clauses with respect to process of new issue, method of valuation of options, and the period of lock-in. Further it is confirmed that no financial assistance are provided by the Bank for the implementation of the scheme and the Bank is following the requirements including the disclosure requirements of the applicable Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including 'Guidance Note on Accounting for Employee Share-Based Payments' issued by ICAI in this regard from time to time.

In compliance to the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, certain provisions of the Scheme are proposed to be modified to bring greater clarity and ensure alignment with the current regulatory framework. The proposed modifications are clarificatory in nature and do not affect the fundamental terms of the Scheme or involve the grant of any additional options beyond those already approved by the shareholders from time to time. The Scheme, as amended, continues to operate within the scope of the original shareholder approval and remains fully compliant with the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Rationale- The proposed modification to the ESOS scheme is general nature and the same is intended solely to make the provisions of the Scheme more specific and to explicitly cover the scope of provisions permitted under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as recommended by the Nomination & Remuneration Committee (NRC) and the Board of Directors of the Bank.

Beneficiaries of variation: The proposed variation applies to the options to be granted to the eligible employees (present and future). It is not detrimental to the interests of employees. All eligible employees as defined under the Scheme who have granted options / future grant of option are beneficiaries of such variation.

A copy of the Scheme 'as amended' is available for inspection at the Registered Office of the Bank and electronically on all working days between 10.00 AM(IST) and 3.00 PM(IST) up to the date of the Annual General Meeting.

Accordingly, the Directors recommend the Resolution at Item No. 8 of the accompanying Notice for the approval of the Members of the Bank by way of Special Resolution.

The Directors and Key Managerial Personnel of the Bank or relatives thereof may be deemed to be concerned or interested in the resolution, to the extent of the options/shares that may be offered to them under the scheme.

Memorandum of Interest:

The Directors who seek the appointment/ reappointment/change in terms of appointment may be deemed to be interested in the respective resolutions.

Place: Thrissur
Date: July 17, 2025

By order of the Board
Sd/-
(JIMMY MATHEW)
COMPANY SECRETARY

Annexure A

Additional information on Directors seeking appointment/ re-appointment in the Annual General Meeting scheduled to be held on August 20, 2025 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

1. Sri. Benny P Thomas

Name of the Director	Sri. Benny P Thomas (DIN: 09448424)
Date of Birth and Age	May 09, 1964, Age: 61 years
Date of First Appointment on Board	December 30, 2021
Qualification	B Com., LLB
Brief Resume including Experience	Sri. Benny P Thomas has started his career as a lawyer and enrolled at the Bar in the year 1988. He initiated his practice in the stream of Civil Law and later gained substantial depth in Labour Law providing professional legal services to companies including big corporates. He now heads M/s Thomas & Thomas, a promising and fast growing boutique Law Firm established in 2017 providing services in the streams of Labour Law, Civil Law, Cyber Law, Taxation Law, Alternate Dispute Resolution, Arbitration & Conciliation etc.
Nature of his expertise in specific functional area	He has expertise in Company Law, Insurance Law, Property Law, Labour Law, Civil Law, Cyber Law, Taxation Law, Alternate Dispute Resolution, Arbitration & Conciliation
Directorship in other Companies	1.SIB Operations and Services Limited (Wholly owned subsidiary of The South Indian Bank Limited).
Names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board	Nil
Directorship in listed entities from which director has resigned in the past three years	Nil
Membership of Committees in other Companies	Nil
Shareholding in the Bank as on (cut-off date)	2,500 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Details of the remuneration last drawn meetings	Sitting fee – ₹29,00,000/- for attending Board and committee meetings (including sitting fee received from SIB Operations and Services Limited) Fixed Remuneration – ₹16,00,000/- as approved by shareholders
Number of Meetings of the Board attended during the year	He has attended all the 13 Board meetings conducted during the FY 2024-25.

Name of the Director	Sri. Benny P Thomas (DIN: 09448424)
Chairman/member of the committee of the Board of Directors of this Company as on 31.03.2025	Corporate Social Responsibility Committee – Chairperson Premises Committee – Chairperson Stakeholders Relationship Committee- Chairperson Nomination & Remuneration Committee- Member NPA Review Committee – Member
Details of the skills and capabilities required for the role and the manner in which the proposed person meets such requirements (for Independent Directors)	NA
Terms and conditions of appointment/reappointment including remuneration	Sri. Benny P Thomas, Non-Executive Non Independent Director of the Bank is eligible for sitting fees for attending the Board and its Committee Meetings as approved by the Board subject to the provisions of the applicable laws and payment of compensation by way of fixed remuneration up to a maximum ₹20,00,000/- (Rupees Twenty Lakh Only) per annum based on profitability at the end of each financial year, as approved by the Shareholders at the 95 th Annual General Meeting. Further he is proposed to be appointed under Section 152 of the Companies Act, 2013, as a Director liable to be retired by rotation.

2. Sri. R A Sankara Narayanan

Name of the Director	Sri. R A Sankara Narayanan (DIN: 05230407)
Date of Birth and Age	23.01.1960, Age:65 years
Date of First Appointment on Board	15.10.2020
Qualification	Post-Graduate Degree in Public Administration, MBA in Finance, CAIIB, PGDPM, PGDFM, DTIRM, DCP and BRM.
Brief Resume including Experience	Sri. R A Sankara Narayanan, holds a Post-Graduate Degree in Public Administration and has also done MBA in Finance, CAIIB, PGDPM, PGDFM, DTIRM, DCP and BRM. He started his banking career as a joint recruit officer of Bank of India in 1983 and has supervised various branches, zones and national banking groups across the country. He has headed several Departments in the corporate offices, including Treasury, Retail, International Banking, Corporate Credit, Risk Management, Compliance, Retail, Marketing, Recovery and Human Resources and had also been a part of overseas assignments in Tokyo and Singapore. During his reign as Executive Director of Bank of India starting from May 2015, he had handled the Treasury, Corporate Credit, Recovery, Risk Management and Compliance Department. He was also in-charge of the departments namely International Banking, Retail, HR, IT, Planning and Finance. Sri. R A Sankara Narayanan represented BOI at various platforms such as PT Bank of India Indonesia Tbk, Bank of India - Tanzania, Commonwealth Finance Corporation Ltd (CFCL- Hongkong), BOI New Zealand Ltd, BOI Shareholding. He has been appointed as Managing Director and Chief Executive Officer of Vijaya Bank in September 2017. He has been designated as the MD and CEO of Canara Bank w.e.f. April 1, 2019 till his superannuation in January 31, 2020.

Name of the Director	Sri. R A Sankara Narayanan (DIN: 05230407)
Nature of his expertise in specific functional area	He has exposure and sufficient expertise in areas like Treasury, Retail, International Banking, Recovery, Corporate Credit, Risk Management, Compliance, Retail, Marketing, Recovery, Human Resources and overseas assignments.
Directorship in other Companies	1. Centrum Capital Limited (Listed) 2. Centrum Wealth Limited (Unlisted)
Names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board	1. Centrum Capital Limited Audit Committee member in Centrum Capital Limited
Directorship in listed entities from which Director has resigned in the past three years	Nil
Membership of Committees in other Companies	Audit Committee member in Centrum Wealth Limited NRCB Committee member in Centrum Wealth Limited
Shareholding in the Bank as on (cut-off date)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Details of the remuneration last drawn	Sitting fee – ₹ 36,80,000/- for attending Board and committee meetings Fixed Remuneration – ₹16,00,000/- as approved by Shareholders
Number of Meetings of the Board attended during the year	He has attended all the 13 Board meetings conducted during the FY 2024-25.
Chairman/member of the committee of the Board of Directors of this Company as on 31.03.2025	Risk Management Committee- Chairperson Audit Committee- Member Management Committee – Member NPA Review Committee- Member Special Committee for Monitoring and Follow-up of frauds – Member

Name of the Director	Sri. R A Sankara Narayanan (DIN: 05230407)
Details of the skills and capabilities required for the role and the manner in which the proposed person meets such requirements (for Independent Directors)	<p>Skills and Capabilities required for the role: Banking, Human Resource, Risk, Law, Agriculture and Rural Economy.</p> <p>He is proposed to be re-appointed as Non-Executive Independent Director.</p> <p>Sri. R A Sankara Narayanan holds a Post-Graduate Degree in Public Administration and has also done MBA in Finance, CAIIB, PGDPM, PGDFM, DTIRM, DCP and BRM. During his reign as Executive Director of Bank of India starting from May 2015, he had handled the Treasury, Corporate Credit, Recovery, Risk Management And Compliance Department. He was also in-charge of the departments namely international banking, retail, HR, IT, planning and finance. He has been appointed as Managing Director and Chief Executive Officer of Vijaya Bank in September 2017. He has been designated as the MD and CEO of Canara Bank w.e.f. April 1,2019 till his superannuation in January, 2020.</p> <p>He is acting as Independent Director of the Bank since October 15, 2020.</p> <p>Currently, he is Independent Director at Centrum Capital Limited and Centrum Wealth Limited.</p>
Terms and conditions of appointment/reappointment including remuneration	<p>He is eligible for sitting fees for attending the Board and its Committee Meetings as approved by the Board subject to the provisions of the applicable laws and payment of compensation by way of fixed remuneration up to a maximum ₹20,00,000/- (Rupees Twenty Lakh Only) per annum based on profitability at the end of each financial year, as approved by the Shareholder at the 95th Annual General Meeting. He is proposed to be reappointed as an Independent Director of the Bank, for a further period of three (3) consecutive years with effect from October 15, 2025 for second term, not liable to retire by rotation.</p>

ANNEXURE B

Instructions on Deduction of Tax at Source on Dividend

As per the Income-tax Act, 1961 (the Act), as amended by the Finance Act, 2020, dividend paid or distributed by Bank after April 1, 2020 shall be taxable in the hands of the shareholders. The Bank shall therefore be required to deduct tax at source (TDS) under section 194 or section 195 of the Act at the prescribed rates at the time of making the payment of the said dividend to the shareholders. The TDS rate would vary depending on the residential status of the shareholder, constitution, and the documents submitted by them and accepted by the Bank. Further, higher rate of TDS would be applicable, pursuant to section 206AA of the Act, if valid Permanent Account Number (PAN) has not been provided by shareholder.

Accordingly, the dividend will be paid by the Bank after deducting tax at source, as applicable, as explained herein.

A. Resident Shareholders

- For Resident Shareholders, TDS will be applicable at 10% on the amount of dividend. In case, valid PAN is not provided, then the TDS will be applicable at 20% of the amount of dividend. Accordingly, shareholders who have not provided their PAN are requested to provide the same to the Bank or its Registrar and Share Transfer Agent, viz., M/s MUFG Intime India Pvt. Ltd (in respect of shares held in physical form) or to the Depository Participant (in respect of shares held in electronic form), immediately. Any submission/ updation of PAN after **August 13, 2025, 05:00 PM (IST)** will not be considered for the purpose of processing the dividend for the FY 2024-25.

No tax shall be deducted on the dividend payable if either of the below two conditions are fulfilled:

- Total dividend payable to a resident individual shareholder does not exceed ₹ 10,000 per year OR
 - The shareholder has provided duly filled and signed Form 15G (applicable to any person other than a company or a Firm)/ Form 15H (applicable to an Individual above the age of 60 years) with valid PAN and provided that all the required eligibility conditions are met.
- The following Resident Shareholders should be eligible for Nil/Lower Rate of TDS upon providing the documents to the Bank mentioned hereunder to the satisfaction of the Bank:

Sr. No.	Particulars	Applicable Rate of TDS	Documents Required
1	Insurance Companies	Nil	<ul style="list-style-type: none">Declaration that it is an Insurance Company as specified under Proviso to section 194 of the ActSelf-attested copy of certificate of registration with IRDAI.Self-attested copy of PAN card.
2	Government, Reserve Bank of India (RBI), Specified Corporations established by or under Central Act whose income is exempt from tax, and Mutual Funds specified under section 10(23D) of the Act	Nil	<ul style="list-style-type: none">Declaration that it is covered by section 196(iii) of the Act read with the Circulars issued thereunderSelf-attested copy of relevant registration DocumentsSelf-attested copy of PAN card
3	Category - I & II Alternative Investment Funds (AIF) registered with the Securities and Exchange Board of India (SEBI)	Nil	<ul style="list-style-type: none">Declaration that their income is exempt under section 10 (23 FBA) of the Act and they are governed by SEBI regulations as Category I or Category II AIFSelf-attested copy of SEBI AIF registration certificateSelf-attested copy of the PAN card

Sr. No.	Particulars	Applicable Rate of TDS	Documents Required
4	Shareholders exempted from TDS provisions in terms of any provisions of the Act or CBDT Circular or notification	Nil	<ul style="list-style-type: none"> Declaration that It is covered by CBDT Circular or Notification Documentary evidence Supporting the exemption status in terms of any provisions of the Act or CBDT Circular or notification Self-attested copy of PAN card
5	All resident shareholders	Rate specified in the low deduction certificate issued by the Income Tax Department	<ul style="list-style-type: none"> Self-attested copy of certificate under section 197 of the Act

B. Non-Resident Shareholders

- For Non-resident institutional shareholders being Foreign Institutional Investors/ Foreign Portfolio Investor (FII/FPI), TDS will be applicable under section 196D of the Act, at 20% or as per the rate in any applicable Double Tax Avoidance Agreement (tax treaty) on submission of documents mentioned below, whichever is lower, on the amount of dividend payable.
- For other Non-resident shareholders, TDS will be applicable in accordance with the provisions of section 195 of the Act, at the rate in force which is currently 20% or as per the rate in any applicable tax treaty on submission of documents mentioned below, whichever is lower, on the amount of dividend payable.
- If certificate under section 197 and 195 of the Act is obtained by non-resident shareholders for lower/Nil withholding of taxes, rate specified in the said certificate shall be considered based on submission of self-attested copy of the same.

Pursuant to section 90(2) of the Act, Non-Resident Shareholders (other than Depository for ADRs) have the option to avail the benefit of tax treaty between India and the countries of their tax residence for which such Non-Resident Shareholders will have to provide the following documents, to the satisfaction of the Bank:

- Self-attested copy of the PAN allotted by the Indian Income Tax Authorities; If the PAN is not allotted, please submit self-declaration.
- Self-attested copy of Tax Residency Certificate (TRC) (for FY 2025-26) obtained from the tax authorities of the country of which the shareholder is resident. In case, the TRC is furnished in a language other than English, the said TRC would have to be translated from such other language to English language and thereafter duly notarized and apostilled copy of the TRC would have to be provided.
- Self-declaration in Form 10F for FY 2025-26 if all the details required in this Form are not mentioned in the TRC.
- Self-declaration by the Non-Resident Shareholder as to:
 - Eligibility to claim tax treaty benefits based on the tax residential status of the shareholder;
 - The shareholder did not at any time during the relevant year have permanent establishment/fixed base in India in accordance with the applicable tax treaty;
 - Shareholder being the beneficial owner of the dividend income to be received on the equity shares.

Please note that in case of non-resident shareholders Self Declaration of no Permanent Establishment and Beneficial ownership should be on the letterhead of the shareholder for claiming tax treaty benefits.

Please note that the Bank in its sole and absolute discretion reserves the right to call for any further information and/or to apply domestic law/tax treaty for TDS.

General Instructions:

1. All the above referred TDS rates shall be duly enhanced by applicable surcharge and cess, wherever applicable. However, if the TDS rate as per DTAA is applied, no surcharge or cess is leviable.
2. Shareholders holding shares in dematerialized mode, are requested to update their records such as tax residential status, PAN, address, bank account details, email addresses and mobile numbers with their depository participants. Shareholders holding shares in physical mode are requested to furnish their details to the Bank or Bank's RTA. Please note that for the purpose of complying with the applicable TDS provisions, the Bank will rely on the above mentioned information as on record date i.e. **13th August, 2025, 05:00 PM (IST)**, as per the details available with the Depositories/ Bank's RTA.
3. The Forms/Declarations can be submitted in the website of Bank's RTA viz., MUFG Intime India Private Limited. at <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html>. In order to enable the Bank to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Act, Shareholders are requested to provide/submit the documents as applicable to them on or before 13th August, 2025, 05:00 PM (IST).
4. The dividend will be paid after deduction of tax at source as determined on the basis of the documents provided by the respective shareholders as applicable to them and being found to be complete and satisfactory in accordance with the Act. The Bank shall arrange to dispatch the TDS certificate to the shareholder.
5. No communication on the tax determination/ deduction in respect of the said dividend shall be entertained post the above mentioned date and time. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the Shareholder to file the return of income and claim an appropriate refund, if eligible. Further, it may kindly be noted that no claim shall lie against the Bank for such taxes deducted.
6. All communications/queries in this respect should be sent to the Bank/ RTA at sibagm@sib.co.in, coimbatore@in.mpms.mufig.com.
7. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the Shareholder(s); such Shareholder(s) will be responsible to indemnify the Bank and also, provide the Bank with all information/documents and co-operation in any proceedings.
8. This communication shall not be treated as an advice from the Bank. Shareholders should obtain tax advice related to their tax matters from a tax professional.
9. The Bank will be relying on the information verified from the functionality or facility available on the Income Tax website for ascertaining the income tax compliance.



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