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## **NOTICE**

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### **3rd ANNUAL GENERAL MEETING**

**SIB OPERATIONS AND SERVICES LIMITED**

(Wholly owned Subsidiary of The South Indian Bank Limited)

**Registered Office:** Fourth Floor, IX/839 A1-A9, Data Centre Rajagiri Valley, Chittethukara, Kakkanad Kochi, Ernakulam, Kerala- 682037; Phone: 0484 2990151

**e-mail:** [corporate@sibosl.co.in](mailto:corporate@sibosl.co.in) **Web:** <https://www.sibosl.com>

**CIN:** U74999KL2021PLC069182

**NOTICE**

**Notice** is hereby given that the **3<sup>rd</sup> Annual General Meeting** of the members of **SIB OPERATIONS AND SERVICES LIMITED** will be held on **Friday, the 23<sup>rd</sup> day of August 2024 at 03.30 P.M.**, through video conference to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2024 and Statement of Profit & Loss of the Company for the year ended on that date together with the reports of the Auditors and Directors thereon.
2. To appoint Sri. M George Korah [DIN:08207827], who retires by rotation under section 152(6) of the Companies Act,2013 and being eligible, offer himself for re-appointment.

**SPECIAL BUSINESS**

3. **To appoint Sri. Benny P Thomas (DIN: 09448424) as Director of the company.**

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

**“RESOLVED that** pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and read with provisions of the Articles of Association of the Company, and on the basis of the recommendation of the Board of Directors, Sri. Benny P Thomas (DIN: 09448424), who was appointed as an Additional Director pursuant to Section 161(1) of the Companies Act, 2013 on October 12, 2023 and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing, proposing his candidature for the office of director, be and is hereby appointed as a Director of the company, liable to retire by rotation.”



**4. To appoint Sri. P R Seshadri (DIN: 07820690) as Director of the Company.**

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 Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and read with provisions of the Articles of Association of the Company, and on the basis of the recommendation of the Board of Directors, Sri. P R Seshadri (DIN: 07820690), who was appointed as an Additional Director pursuant to Section 161(1) of the Companies Act, 2013 on October 12, 2023 and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing, proposing his candidature for the office of director, be and is hereby appointed as a Director of the company, liable to retire by rotation.”

**5. To appoint Sri. Anto George T (DIN:10702382) as Director of the Company.**

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 Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and read with provisions of the Articles of Association of the Company, and on the basis of the recommendation of the Board of Directors, Sri. Anto George T (DIN: 10702382), who was appointed as an Additional Director pursuant to Section 161(1) of the Companies Act, 2013 on July 11, 2024 and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing, proposing his candidature for the office of director, be and is hereby appointed as a Director of the company, liable to retire by rotation.”

**By the order of the Board  
For SIB OPERATIONS AND SERVICES LIMITED**

Shri. M George Korah  
DIN: 08207827  
Director

Ernakulam,  
11-07-2024

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5,2020 read with circulars dated April,8,2020, April 13,2020, May 5, 2022, December 28,2022 and September 25,2023 (Collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the facility of participating in the AGM through VC/OAVM is extended.
2. Members will be able to attend and participate in the AGM through VC/OAVM.
3. Particulars pertaining to manner and process of log in will be mailed separately.
4. Facility for joining the meeting shall be kept open at least 15 minutes before the scheduled time and shall not be closed till expiry of 15 minutes after scheduled time and will be available for members on first come first served basis.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company. **Since this AGM is being held pursuant to the MCA 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.**
6. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Members may please note the designated email id of the Company [ho2006@sib.co.in](mailto:ho2006@sib.co.in) . If a poll is conducted at the Annual General Meeting, members may convey the vote to the said email id.
9. Further, members who need assistance before or during the AGM, can contact Jimmy Mathew, Company Secretary, The South Indian Bank Ltd or Secretarial Dept. Tel: 0487-2429333
10. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, folio number, PAN, mobile number at [ho2006@sib.co.in](mailto:ho2006@sib.co.in) latest by 14<sup>th</sup> August, 2023.
11. Since the AGM will be held through VC/OAVM and since the Company is a wholly owned subsidiary of The South Indian Bank Limited, the Route map is not annexed in this Notice.



12. Documents relating to the resolutions under Special Business may be perused on any working day during working hours up to the date and time of commencement of the Annual General Meeting at the registered office of the company and electronically.

As per Secretarial Standard 2, information of directors being Appointed/ Reappointed are provided hereunder:

Particulars	Information	Information	Information	Information
Name	Shri. Mazhuvancheri George Korah (DIN: 08207827)	Sri. Benny P Thomas (DIN: 09448424)	Sri. P R Seshadri (DIN: 07820690)	Sri. Anto George T (DIN: 10702382)
Date of Birth and age	March 20, 1960 64 Years	May 09, 1964, Age: 60 years	June 28, 1963; 61 years	August 21, 1968; 55 years
Qualifications	Chartered Accountant , B.Com.	B Com., LLB	Bachelor's degree in Electrical Engineering, Post Graduate Diploma in Management from IIM Bangalore.	BA Economics, MBA-Human Resource Management



Experience	<p>Sri M George Korah is a fellow member of the Institute of Chartered Accountants of India, and has been practicing for over 34 years with M/s Korah &amp; Korah, as Chartered Accountant. He is a qualified Information System Auditor and was a rank holder in the I.S. Examination conducted by the Institute of Chartered Accountants of India.</p>	<p>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 &amp; 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 &amp; Conciliation etc.,</p>	<p>Mr. P R Seshadri has served as, amongst other positions as, Managing Director &amp; CEO of The Karur Vysya Bank Limited (KVB), Managing Director &amp; Regional Sales and Distribution Head, Citibank N.A., Asia Pacific, Singapore, Managing Director &amp; Regional Head of Lending, Businesses, Citibank N.A., Asia Pacific, Singapore, Managing Director CitiFinancial Consumer Finance India Limited (CCFIL), India, Marketing Director, Citibank N.A, India Branches, Head of Structured Finance &amp; Managing Director, CFRSIL &amp; Integration Manager - Associates India Limited, Head of</p>	<p>Mr. Anto George T is a versatile, accomplished &amp; goal-oriented Banking Professional with over three decades of experience in all the facets of Banking. Handled the role of Branch head including large metro branches, Regional head of Chennai, Hyderabad and Delhi regions. Hands on experience in Internal Audit &amp; Vigilance, Fraud Management, Corporate /Retail /Agriculture Credit, Banking Operations, Government Liaison, HR</p>
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Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per resolution no. 2	As per resolution no. 3	As per resolution no. 4	As per resolution no. 5
Remuneration last drawn	Nil	Nil	Nil	Nil



Date of first appointment on Board	28.05.2021	12.10.2023	12.10.2023	11.07.2024
Shareholding in company	Nil	Nil	Nil	1
Relationship with other Directors	None	None	None	None
Number of Meetings of Board attended during the financial year	5	4	3	NA
Other Directorships, Memberships/Chairmanships of Committees of other Boards	<p><b>Other Directorships:</b></p> <p>The South Indian Bank Limited</p> <p><b>Memberships/Chairmanships of Committees of other Boards:</b></p> <p>The South Indian Bank Limited (Chairman of Audit Committee, Member of Nomination and Remuneration Committee and Risk Management Committee, NPA Review Committee, Special Committee for Monitoring and Follow up of Frauds, IT Strategy</p>	<p><b>Other Directorships:</b></p> <p>The South Indian Bank Limited</p> <p><b>Memberships/Chairmanships of Committees of other Boards:</b></p> <p>The South Indian Bank Limited (Chairman of Stakeholders Relationship Committee, Premises Committee, Member of Nomination and Remuneration Committee, Corporate Social Responsibility Committee, NPA Review Committee)</p>	<p><b>Other Directorships:</b></p> <p>The South Indian Bank Limited</p> <p><b>Memberships/Chairmanships of Committees of other Boards:</b></p> <p>The South Indian Bank Limited (Chairman of SCBF, Member of Management Committee, Corporate Social Responsibility Committee, NPA Review Committee, Risk Management Committee, Premises Committee, Customer Service Committee, Stakeholder</p>	Nil





	Committee of Board, Capital Planning and Infusion Committee of Board)		Relationship Committee, IT Strategy Committee, Capital Planning and Infusion Committee of Board)	
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**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT,  
2013**

**Item 3**

Pursuant to Section 161 of the Companies Act 2013, Sri. Benny P Thomas (DIN: 09448424) was appointed as an Additional Director by the Board of Directors with effect from 12.10.2023 and he holds office upto the date of this Annual General Meeting. Directors recommend the resolution for his appointment to the office of Director under the provisions of Section 160 of the Companies Act 2013.

The Company has received a notice in writing from a member proposing the candidature of Sri. Benny P Thomas (DIN: 09448424) for the office of Director under the provisions of Section 160 of the Companies Act 2013.

No Directors other than Sri. Benny P Thomas (DIN: 09448424) himself, or any of the Key Managerial Personnel of the Company or their relatives, are directly or indirectly, concerned or interested in the said resolution.

Documents relating to the resolutions under Special Business may be perused on any working day during working hours up to the date and time of commencement of the Annual General Meeting at the registered office of the company and electronically.

**Item 4**

Pursuant to Section 161 of the Companies Act 2013, Sri. P R Seshadri (DIN: 07820690) was appointed as an Additional Director by the Board of Directors with effect from 12.10.2023 and he holds office upto the date of this Annual General Meeting. Directors recommend the resolution for his appointment to the office of Director under the provisions of Section 160 of the Companies Act 2013.

The Company has received a notice in writing from a member proposing the candidature of Sri. P R Seshadri (DIN: 07820690) for the office of Director under the provisions of Section 160 of the Companies Act 2013.

No Directors other than Sri. P R Seshadri (DIN: 07820690) himself, or any of the Key Managerial Personnel of the Company or their relatives, are directly or indirectly, concerned or interested in the said resolution.

Documents relating to the resolutions under Special Business may be perused on any working day during working hours up to the date and time of commencement of the Annual General Meeting at the registered office of the company and electronically.

**Item 5**

Pursuant to Section 161 of the Companies Act 2013, Sri. Anto George T (DIN: 10702382) was appointed as an Additional Director by the Board of Directors with effect from 11.07.2024 and he holds office upto the date of this Annual General Meeting. Directors recommend the resolution for his appointment to the office of Director under the provisions of Section 160 of the Companies Act 2013.

The Company has received a notice in writing from a member proposing the candidature of Sri. Anto George T (DIN: 10702382) for the office of Director under the provisions of Section 160 of the Companies Act 2013.

No Directors other than Sri. Anto George T (DIN:10702382) himself, or any of the Key Managerial Personnel of the Company or their relatives, are directly or indirectly, concerned or interested in the said resolution.

Documents relating to the resolutions under Special Business may be perused on any working day during working hours up to the date and time of commencement of the Annual General Meeting at the registered office of the company and electronically.

**By the order of the Board  
For SIB OPERATIONS AND SERVICES LIMITED**

Sd/-  
Shri. M George Korah  
DIN: 08207827  
Director

Ernakulam,  
11-07-2024