

DEPT : SECRETARIAL
REF No. SEC/ST EX.STT/ 35 /2020-21

June 30, 2020

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex,Bandra (E),
Mumbai – 400 051.
SCRIP CODE: SOUTHBANK

BSE Ltd.
Corporate Relationship Department,
First Floor, New Trading Wing,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001.
SCRIP CODE: 532218

Dear Sirs,

Sub: Annual Secretarial Compliance Report for FY 2019-20

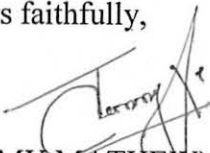
Please find enclosed the Annual Secretarial Compliance Report of The South Indian Bank Limited, dated June 30, 2020, for the year ended March 31, 2020, certified by CS Vincent P.D, Managing Partner of SVJS & Associates, Company Secretaries.

This Report has been issued in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

The aforesaid information is also being hosted on the website of the Bank www.southindianbank.com.

This is for your information and records.

Yours faithfully,



(JIMMY MATHEW)
COMPANY SECRETARY

Encl: as above

**SECRETARIAL COMPLIANCE REPORT OF THE SOUTH INDIAN BANK LIMITED
FOR THE YEAR ENDED 31ST MARCH 2020**

We SVJS & Associates, Company Secretaries, Kochi have examined:

- a) all the documents and records made available to us and explanation provided by The South Indian Bank Limited ("the listed entity"), the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, arising from the compliances of specific Regulations listed below,
- b) the filings/ submissions made by the listed entity to the stock exchanges in connection with the above,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder except as tabled below:

Sr.No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange of India Limited	Regulation 18 (1) of the SEBI LODR – Constitution of Audit	Fine of Rs.14000/- plus GST was levied	The requirement is that two-thirds of the members of audit committee shall be independent directors. The Company has

		<i>Committee</i>		<p><i>complied with the regulation by rounding off the fraction to the nearest integer.</i></p> <p><i>Fine levied was paid and the Committee was reconstituted thereby complying with the requirement.</i></p> <p><i>The Exchange has responded positively to an application for a waiver of the fine.</i></p>
2	<i>BSE Ltd.</i>	<i>Regulation 18 (1) of the SEBI LODR – Constitution of Audit Committee</i>	<i>Fine of Rs.14000/- plus GST was levied</i>	<p><i>The requirement is that two-thirds of the members of audit committee shall be independent directors. The Company has complied with the regulation by rounding off the fraction to the nearest integer.</i></p> <p><i>Fine levied was paid and the Committee was reconstituted thereby complying with the requirement.</i></p> <p><i>We have been informed by the management that a request has been made with the Exchange for a waiver of the fine.</i></p>

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The requirement as per Regulation 18 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is that two-thirds of the members of audit committee shall be independent directors. The Company has complied with the regulation by rounding off the fraction to the nearest integer.		Fine levied by BSE Ltd. and National Stock Exchange of India Limited was paid and the Committee was reconstituted thereby complying with the requirement.	Action taken by the listed entity is self-explanatory

Kochi
30.06.2020

For SVJS & Associates
Company Secretaries

PARAMBIL
DEVASSY
VINCENT

Digitally signed by
PARAMBIL DEVASSY
VINCENT
Date: 2020.06.30
12:38:14 +05'30'

CS Vincent P.D.
Managing Partner
CP No.: 7940, FCS: 3067

UDIN: F003067B000400024