

MEMORANDUM OF ASSOCIATION*
OF
THE SOUTH INDIAN BANK LIMITED

1. The name of the Company is **THE SOUTH INDIAN BANK LIMITED.**
2. The Registered Office of the Company will be situated at Trichur, or such other place in Cochin State as may be subsequently determined.
3. The objects for which the Company is established are:-
 - (a) to establish and carry on the business of banking at the registered office of the Company and at such branches, agencies or offices in Cochin, Travancore and other Indian States and in any other part of India or elsewhere as may from time to time be determined upon by the Directors of the Company;
 - (b) carrying on the business of accepting deposits of money on current account or otherwise subject to withdrawal by cheque, draft, or order and to carry on the business of banking in all its branches and departments;
 - (c) the borrowing raising or taking up of money; the lending or advancing of money either upon or without security; the drawing, making, accepting, discounting, buying, selling, collecting and dealing in bills of exchange, hundies, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures, certificates, scrips and other instruments and securities whether transferable or negotiable or not; the granting and issuing of letters of credit, travellers' cheques and circular notes; the buying, selling and dealing in bullion and specie; the buying and selling of foreign exchange including foreign bank notes; the acquiring, holding, issuing on commission, underwriting and dealing in stock, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds; the purchasing and selling of bonds, scrips or other forms of securities on behalf of constituents or others; the negotiating of loans and advances; the receiving of all kinds of bonds, scrips or valuables on deposits or for safe custody or otherwise; the collecting and transmitting of money and securities;
 - (d) acting as agents for Governments or Local Authorities or for any other person or persons; the carrying on of agency business of any description other than the business of a managing agent (of a Company not being a Banking Company) including the power to act as attorneys and to give discharges and receipts;
 - (e) contracting for public and private loans and negotiating and issuing the same;
 - (f) The promoting, effecting, insuring, guaranteeing, underwriting, participating, in managing and carrying out of any issue, public or private of State, Municipal or other loans or of shares, stock, debentures or debenture stock of any Company, Corporation or Association and the lending of money for the purpose of any such issue;
 - (g) Carrying on and transacting every kind of guarantee and indemnity business;

***Amended at the Annual General Meeting held on 18th August, 2021.**

- (h) promoting or financing or assisting in promoting or financing any business undertaking or industry, either existing or new, and developing or forming the same either through the instrumentality of syndicates or otherwise;
- (i) acquisition by purchase, lease, exchange, hire, or otherwise of any property immovable or movable and any rights or privileges, which the Company may think necessary or convenient to acquire or the acquisition of which in the opinion of the Company is likely to facilitate the realisation of any securities held by the Company or to prevent or diminish any apprehended loss or liability;
- (j) managing, selling and realising all property movable and immovable which may come into the possession of the Company in satisfaction or part satisfaction of any of its claims;
- (k) acquiring and holding and generally dealing with any property and any right, title or interest in any property movable or immovable which may form part of the security for any loans or advance or which may be connected with any such security;
- (l) undertaking and executing trusts;
- (m) undertaking the administration of estates as executor, trustee or otherwise;
- (n) taking or otherwise acquiring and holding shares in any other Company having objects similar to those of the Company;
- (o) establishing and supporting or aiding in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependants or connections of such persons; granting pensions and allowances and making payments towards insurance; subscribing to or guaranteeing moneys for charitable or benevolent objects or for any exhibition or for any public, general or useful object;
- (p) the acquisition, construction, maintenance and alteration of any building or works necessary or convenient for the purposes of the Company;
- (q) selling, improving, managing, developing, exchanging, leasing, mortgaging, disposing of or turning into account or otherwise dealing with all or any part of the property and rights of the Company;
- (r) acquiring and undertaking the whole or any part of the business of any person or Company when such business is of a nature enumerated or described in these clauses;
- (s) the starting and conducting of Kuries or Chit Funds in accordance with the provisions of the Cochin Kuries Act or in accordance with any Act in Travancore or elsewhere regulating Kuries or Chit Funds;
- (t) to open establish maintain and operate currency chests and small coin depots on such terms and conditions as may be required by the Reserve Bank of India Act, 1934 and enter into all administrative or other arrangements for undertaking such functions with the Reserve Bank of India;
- (u) to establish and administer mutual funds either alone or in association with other banks or financial institutions and / or to set up, establish, incorporate, register or otherwise bring into existence wholly-owned or partly-owned subsidiary companies, firms or trusts for carrying on mutual fund business of all nature as may be allowed by the Reserve Bank of India;

- (v) to engage in and carry on any activity of Merchant Banking as may be permissible including inter alia, the business of issue management by making arrangements regarding selling, buying or subscribing to securities and / or acting as advisor, consultant, manager, underwriter and bankers to the issue and portfolio manager and also to engage in venture capital business, acquisitions, mergers and amalgamations and also select merchant banking activities including loan syndication and rendering of advisory services relating to any of these activities;
- (w) to establish, incorporate, register or otherwise bring into existence subsidiary or associate companies, firms or trusts for the purpose of undertaking merchant banking business, and / or factoring, leasing, housing, hire purchasing and forfaiting services as may be permitted by the Reserve Bank of India;
- (x) to undertake credit card business and business of similar or identical nature either alone or in association with other banks or business organisations specialising in business of this kind;
- (y) to carry on insurance and reinsurance business of all kinds including but not limited to life, marine, fire, motor accidents, sickness, fidelity, burglary, earthquake, flood, whether alone or jointly with other persons, bodies, corporate or firms, whether domestic or international;
- (z) to carry on the business of surveyors, actuaries, brokers, agents and distributors for all insurance products;
- (aa) doing all such other things as are incidental or conducive to the promotion or advancement of the business of the Company;
- (ab) to undertake and carry on all other forms of business as may be permissible for a banking company to undertake or carry on by any law in force for the time being and in particular such other form of business which the Government of Cochin may by notification in the Cochin Government Gazette under the Indian Companies Act, 1913 as made applicable to the Cochin State specify to be lawful for a banking company to engage in;
- (ac) to create, issue and allot debt instruments / sub-ordinate debt instruments or hybrid debt capital instruments of long term maturity whether unsecured or secured by all or some of the assets and properties of the Company and to provide for their cancellation, liquidation, substitution or redemption by appropriations from profits, transfer from reserves and/or out of the proceeds of a fresh issue of securities or instruments.
- (ad) to establish, incorporate, register or otherwise bring into existence one or more subsidiary or associate companies or trusts for the purpose of undertaking any business which, under section 19(1) of the Banking Regulation Act, 1949, is permissible for a Banking company to undertake and such other business as can be carried on in unison with one or more of objects of the Bank; as may be permitted by the Reserve Bank of India.

(ae) The above Objects of the Company as provided in Clause 3 shall be within the scope and ambit of the Banking Regulation Act, 1949 and shall not be inconsistent with the relevant statutes and the circulars / instructions / guidelines issued by the Reserve Bank of India from time to time including conditions imposed while issuing banking license.

4. The liability of the members is limited.

5. **'The Authorized Share Capital of the Bank is ₹400,00,00,000/- (Rupees Four Hundred crore only) divided into 400,00,00,000 shares of ₹1/- each.'*** The Company may divide the shares in the capital for the time being into several classes and attach thereto respectively any preferential, deferred qualified or special rights, privileges or conditions but so that where the shares are issued with any preferential or special rights attached thereto such rights shall not be alterable otherwise than pursuant to the provisions contained in that behalf in the accompanying Articles of Association.

*** Amended at the Annual General Meeting held on 18th August, 2021.**

6. We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

SI. No	Name and Address of the Shareholders	Signature	No. of Shares	Amount in Rs.
1.	Pallan Kunjuvaried Anthony	Sd/-	1	2,500
2.	Injodikkarin Inasulyyappan	Sd/-	1	2,500
3.	Kodankandath Vavoo Inasu	Sd/-	1	2,500
4.	Chalissery Anthony Maney	Sd/-	1	2,500
5.	Chettupuzha Anthony Kunjippu	Sd/-	1	2,500
6.	Thattil Varied Kochuvaried	Sd/-	1	2,500
7.	Thanjan Rappai Kunjuvaried	Sd/-	1	2,500
8.	Pudukkadan Anthony Aippu	Sd/-	1	2,500
9.	Chettupuzhakkaran Lonappan Mathew	Sd/-	1	2,500
10.	Chirakkekaran ChackuVaruthunny	Sd/-	1	2,500
11.	Chettupuzhakkaran Mathew Lonappan	Sd/-	1	2,500
12.	Chalakkal Anthony Ouseph	Sd/-	1	2,500
13.	Menachery Tharathu Pyloth	Sd/-	1	2,500
14.	Chandy Chakkunny Thoma	Sd/-	1	2,500
15.	Chandy Devassy Chacku	Sd/-	1	2,500
16.	Pulickan Ouseph Anthony	Sd/-	1	2,500
17.	Cherukkaran LazarManey	Sd/-	1	2,500
18.	Kanjiraparambil Ouseph Varoo	Sd/-	1	2,500
19.	Chettupuzhakkaran Joseph Mathew	Sd/-	1	2,500

20.	Thanjan Rappai Pyloth	Sd/-	1	2,500
21.	Thanjan Pyloth Porinchu	Sd/-	1	2,500
22.	Chandy Anthony Chacku	Sd/-	1	2,500
23.	Pallipurathukkaran Kunjuvaried Anthony	Sd/-	1	2,500
24.	Tharayil Porinchu Devassykutty	Sd/-	1	2,500
25.	Veluthukkaran Varied Lonappan	Sd/-	1	2,500
26.	Chirakkekaran Anthony Ouseph	Sd/-	1	2,500
27.	Manjila Anthony Devassy	Sd/-	1	2,500
28.	Veluthukkaran Lonappan Kuria	Sd/-	1	2,500
29.	Kavalakkat Kunjuvaried Thoma	Sd/-	1	2,500
30.	Thanjan Pyloth Anthony	Sd/-	1	2,500
31.	Chalissery Ouseph Kunjuvaried	Sd/-	1	2,500
32.	Maliekkal Lonappan Ouseph	Sd/-	1	2,500
33.	Chalissery Anthony Pyloth	Sd/-	1	2,500
34.	Thottan Anthappan Devassykutty	Sd/-	1	2,500
35.	Tharayil Porinchu Kochu	Sd/-	1	2,500
36.	Pallan Anthony Ouseph	Sd/-	1	2,500
37.	Pallan Pyloth Anthonykutty	Sd/-	1	2,500
38.	Chalakkal Rappai Tharu	Sd/-	1	2,500
39.	Kunjappu Anthony Devassy	Sd/-	1	2,500
40.	Manjila Porinchu Anthony	Sd/-	1	2,500
41.	Kuttikatt Cheru Thoma	Sd/-	1	2,500
42.	Chalissery Ouseph Porinchu	Sd/-	1	2,500

The above persons are Residents of Thrissur Village.

Dated the 28th Day of **Dhanu1104**.

The above persons have signed in our presence.

Witnesses:

1. PallanKunjuvariedOuseph Sd/-
2. Chettupuzhakkaran Kunjuvaried Varied Sd/-

ARTICLES OF ASSOCIATION*
OF
THE SOUTH INDIAN BANK LIMITED

PRELIMINARY

1. The regulations contained in Table F of the Schedule-I to the Companies Act, 2013, shall apply to this Company except so far as the clauses herein contained modify the same or provide otherwise. Whenever any of these clauses come into conflict with the provisions of the Companies Act, 2013 or any subsequent modifications thereof, the provisions and modifications, as the case may be of the said Act, shall prevail.

Applicability of
Table F of the
Companies Act, 2013
Amended as on
29.09.2020

The provisions of the Memorandum and Articles of Association of the Bank are subject to the provisions of the Companies Act, 2013, (hereinafter referred to as the “Act”/ “Companies Act”, which includes rules framed under the Companies Act (herein after referred to as “the Rules”), regulations, notifications, orders, circulars made there under along with any statutory modification or re-enactment thereof for the time being in force) and the Banking Regulation Act, 1949, (herein after referred to as “the B R Act”, which includes any statutory modification or re-enactment thereof for the time being in force), which shall have effect notwithstanding anything to the contrary contained in the Memorandum or Articles of Association of the Bank.

2. The marginal notes hereto shall not affect the construction thereof. In these regulations, unless the context otherwise requires, words and expressions contained shall bear the same meaning as in the Companies Act, 2013, the Banking Regulation Act, 1949 and General Clauses Act, 1897.

Interpretation
Amended as on
29.09.2020

- (a) Any reference to “Act” or “the Companies Act”, or “the Companies Act, 1913”, or “the Companies Act, 1956”, unless the context otherwise requires, shall mean the Companies Act, 2013 and its modifications or re-enactments from time to time and any reference to a specific provision of an Act shall, without repugnant to the context thereof, be construed to be referring to a corresponding provision of an Act that came into existence repealing the

*** Last alteration made as per special resolution passed at the Annual General Meeting held on 24th August, 2023.**

former Act. Further, the Sections or provisions bearing reference to the Companies Act, 1913 or the Companies Act, 1956, shall have reference to the corresponding Sections or provisions in the Companies Act, 2013, as applicable.

- (b) “The Company” or “Bank” means **“The South Indian Bank Limited”**.
- (c) “Auditors” are those appointed as auditors for the time being of the Bank.
- (d) “Bank’s Regulations” or “Regulations” includes the Articles of Association for the time being of the Bank.
- (d) (1) “B R Act” means The Banking Regulation Act, 1949 or any statutory modification or re-enactment thereof brought in this Act.
- (e) “Board” means and includes the Directors of the Bank for the time being, or as the case may be, the meeting of the Directors duly called and constituted or the Directors assembled at the meeting.
- (f) “Chairman” shall mean any person occupying the position of Chairman in terms of Articles of Association of the Bank and subject to applicable provisions of law; Chairman may be an Executive Chairman or Non-executive Chairman and shall include a person occupying any such position on a Part-time basis.
- (g) “Dematerialised Shares or Securities” shall mean Shares or Securities, as the case may be, which are in electronic form held in a Depository within the meaning of the Depositories Act, 1996.
- (h) “Dividend” includes Bonus declared as payable to share holders.
- (i) “Director” means a director appointed to the Board of the Company.
- (j) “Extra-ordinary General Meeting” means an Extra-ordinary General Meeting of the shareholders of the Bank duly called and constituted and any adjourned holding thereof.

- (k) “In writing” and “written” include printing, lithography and other modes of representing or reproducing words in a visible form.
- (l) “Legal Representative” means and includes the executor or administrator who has obtained probate or letters of administration as the case may be or the holder or holders of a succession certificate granted under the Law for the time being in force in this behalf from a competent court in Kerala State or elsewhere or any person or persons accepted as legal representatives by the Board of Directors.
- (l)(1) “Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (m) “Managing Director” shall mean a Director designated as such and entrusted with substantial powers of day-to-day management and may be designated as Chief Executive Officer also.
- (n) “Month” and “Year” means month and year respectively reckoned according to the English Calendar.
- (o) “Ordinary General Meeting” means an ordinary general meeting of the share-holders of the Company duly called and constituted and any adjourned holding thereof.
- (p) “Office” means the registered office for the time being of the Company.
- (q) “Persons” includes firms, associations, partnerships and corporations.
- (r) “Post” includes Anchal also unless otherwise expressly stated.
- (s) “Register of Members” means the register of

members/ debenture holders or security holders kept pursuant to Section 88 of the Companies Act, 2013

- (S)(1) “Regulations” shall include all statutory requirements that may be prescribed from time to time under the various enactments and RBI notifications, provided that wherever any of the above definitions become inconsistent with the definitions in the statute applicable to the Bank in any particular context, such definitions in the statute shall always prevail.
- (t) “Seal” means the Common Seal, if any, for the time being, of the Company.
- (u) “Securities” means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956.
- (v) “Share-holder” or “Member” means a duly registered holder for the time being of the share or shares of the Company.
- (w) “Shares with a differential rights” means shares that are issued with differential rights as to dividend and/ or voting or otherwise in accordance with the provisions of Section 43 of the Act and the Rules made thereunder.
- (x) “Shelf Prospectus” means a prospectus issued in accordance with Section 31 of the Act by any financial institution or bank for one or more issues of the securities or class of securities specified in that prospectus.
- (y) “Special Resolution” and “Ordinary Resolution” have the meanings assigned thereto respectively by Section 114 of the Act.
- (z) Words denoting the singular number include the plural number and vice versa.
- (aa) Words denoting the masculine gender include

the feminine gender.

(ab) Subject to the above definitions, any words or expressions defined in the statutes shall, if not inconsistent with the subject or context, bear the same meaning in these articles.

(ac) Regulations of the Bank as are applicable to paid up shares apply to shares stock and words "shares" and "shareholders" shall include stock and stock holders.

2A. Any Branch or kind of business which the Bank is either expressly or by implication authorized by its Memorandum of Association to undertake may be undertaken by the Board at such time or times as the Board shall think fit and further may be deferred by the Board and be kept in abeyance whether such Branch or kind of business may have been actually commenced or not so long as the Board may deem fit, expedient not to commence or proceed with the same. This Article shall not prejudicially affect the power of the Bank to enforce repayment of any loans advanced by the Bank or any other dues due to the Bank.

Business which the Bank may Transact

Amended as on 29.09.2020

3. The Bank shall not give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company except as authorised by Section 67 of the Act. This article shall not prejudicially affect the power of the Company to enforce payment of any loans to the members of the Company or to exercise the lien conferred by Article 36.

No purchase or Loan on Company's shares

Amended as on 29.09.2020

SHARES

4. Subject to the provisions of the Act and the guidelines of SEBI, the Bank may, from time to time, issue shares, securities and hybrids of various kinds including employee stock options, shares with differential rights, preference shares, in accordance

Issue of various kinds of shares and securities

Amended as on 29.09.2020

with various provisions of the Act including Sections 42, 43, 55, 62, 63, 71 and other applicable provisions of the Companies Act, 2013, and Rules made there under, either by issue of an information memorandum or shelf prospectus or otherwise as may be thought fit by the Board of Directors of the Bank from time to time.

Authorized Capital	4A The authorized share capital of the Bank shall be as stated in Clause 5 of the Memorandum of Association.
Amended as on 29.09.2020	
Paid up and Subscribed Capital	4B The subscribed capital of the Bank shall not, at any time, be less than one-half of the authorized share capital of the Bank, and the paid-up share capital of the Bank shall not be less than one-half of the subscribed share capital provided that when the capital is increased ,the proportion between the subscribed share capital and the authorized share capital and the proportion between the paid-up share capital and the subscribed share capital as aforesaid may, however, be secured within such period as may be determined by the Reserve Bank of India not exceeding two years from the date of such increase.
Amended as on 29.09.2020	
Issue of shares in dematerialised form	5. Shares and other securities issued by the Bank from time to time may be issued in dematerialised form and accordingly Bank sign up agreements for dematerialisation with such Depositories as the Board may decide from time to time.
Issue of various kinds of shares	6. Subject to the provision, if any, in that behalf in the Memorandum of Association of the Company and without prejudice to any special rights previously conferred, on the holders of existing shares in the Company, any shares in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of share capital, or otherwise, as the Company may from time to
Amended as on 29.09.2020	

time by a resolution determine , in accordance with Section 43 of the Act, and any preference shares may with the sanction of a special resolution be issued on the terms that they are, or at the option of the Company, are liable to be redeemed in accordance with Section 55 of the Act.

7. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, , be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply; but so that the necessary quorum shall be atleast two persons at least holding, or representing by proxy, one-third of the issued shares of that class.

Modification of Rights
Amended as on 29.09.2020

8. Subject to the provisions of the last preceding clauses the shares shall be under the control of Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and, either at a premium, or at par, or subject to the provisions of the Act, , and at such times, as the Directors think fit and with full power to give to any person the call of any shares either at par or at a premium during such times and for such consideration as the Directors think fit.

Allotment of Shares
Amended as on
29.09.2020

9. If, by the conditions of allotment of any shares, the whole or part of the amount or issue price thereof shall be payable by installments every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, shall be the registered holder of the share or his legal personal representatives.

Installments on shares to
be duly paid

Shares may be issued subject to different conditions as to calls, etc	10. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls.
Liability of joint holders	11. The Joint holders of a share shall be severally as well as jointly liable for payment of all installments and calls due in respect of such shares.
Trusts not recognised	12. Save as herein otherwise provided the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and, accordingly, shall not, except as ordered by a Court of competent jurisdiction or as by statute required, be bound to recognise any equitable or other claim to or interest in such share on the part of any other person.
Holding of shares	13. Where the shares are held by two or more persons jointly, the Directors may, in their sole discretion, on the joint request of such persons, provide on the certificates for the recognition by the Company of a transfer of the shares made by any one of them. Such transfers shall be as effectual as if executed by all of them and the person or persons not joining in the transfer shall be deemed for all purposes to have concurred in the transfer.
Payment of dividends to joint holders Amended as on 29.09.2020	14. If two or more persons be registered as joint holders, the Directors may pay, if they think proper, any dividend, bonus or other money payable in respect of such share to one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct, and the receipt of the payee shall be an effectual discharge for any money so paid, but all the joint holders of the share shall be severally as well as jointly liable for calls or other money payable in respect thereof and for all incidents thereof.
Commission for	15. The Company may at any time pay a commission to

any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock of the Company, or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or debenture stock of the Company, but so that if the commission in respect of shares shall be paid or payable out of the capital the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which shares are issued or two and a half percent of the price at which debentures are issued . The commission may be paid or satisfied in cash or in shares, debentures or debenture stock of the Company.

placing shares

Amended as on
29.09.2020

CERTIFICATE

16. Every person subscribing to securities offered by the Bank shall have the option either to receive the share / security certificates or to hold shares / securities in a dematerialised form. The Bank shall not issue any certificate of shares or other securities to any person who is holding his shares or other securities in dematerialised form.

Member's option to
receive or hold
shares/securities
in dematerialised form

17. Every member holding shares or members jointly holding shares shall be entitled to one certificate each for every marketable lot and any remaining part thereof in respect of shares held in his or their names.

Member's rights to
certificates

18. If a share certificate is defaced, lost or destroyed, it may be renewed on such terms, if any, as to evidence and indemnity, as the Directors think fit.

New certificates in place
of defaced, lost or
destroyed

19. The certificate of shares registered in the name of two or more persons shall be delivered to the person first named on the register.

Issue of certificates to
joint holders

CALLS

20. The Directors may from time to time make such calls upon the members in respect of all moneys unpaid on their shares, as they may from time to time determine No call shall be payable at less

Calls
Amended as on 29.09.2020

<p>Calls when made Amended as on 29.09.2020</p>	<p>than one month from the date for payment of the previous call; and each member shall (subject to receiving at least thirty days notice specifying the time or times of payment) pay to the Company at the time or times so specified the amounts called on his shares.</p> <p>21. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments</p>
<p>Amount payable at fixed times or by instalment payable as calls</p>	<p>22. If by the terms of issue of any shares or otherwise any amount is made payable at any fixed time or by installments at fixed times, whether on account of the shares or by way of premium every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice had been given, and all the provisions herein contained in respect of calls shall relate to such amount or installments accordingly.</p>
<p>Interest on calls Amended as on 29.09.2020</p>	<p>23. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made, or the installment shall due, shall pay interest for the same at the rate of ten percent per annum from the day appointed for the payment thereof to the time of the actual payment, but the Directors shall be at liberty to waive payment of that interest wholly or in part.</p>
<p>Evidence in action for calls</p>	<p>24. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder or one of the holders of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the member sued in pursuance of these presents, and it shall not be necessary to prove the appointment of the</p>

- Directors who made such call, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
25. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest ; at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance And the Directors may at any time repay the amount so advanced upon giving to such member one month's notice in writing.
26. The Directors from time to time, at their discretion, may extend the time fixed for the payment of any call as to all or any of the shareholders, who, from residence at a distance or from other cause, the Directors may deem fairly entitled to such extension. But no shareholder shall be entitled to any such extension except as a matter of grace.
27. Neither the receipt by the Company of a portion of any money which shall from time to time, be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.
28. Any money due from the Company to a shareholder may without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him either alone, or jointly with any other person to the Company for calls or otherwise.
- FORFEITURE AND LIEN**
29. If any member fails to pay any call or installment on or before the day appointed for the payment of the same, the Directors may at any time thereafter
- Payment of calls
in advance
Amended as on
29.09.2020
- Extension of time for
payment of calls
- Granting of
indulgence no bar
enforcing
forfeiture
- Appropriation of
payments
- Notice of non-
payment of calls

during such time as the call or installment remains unpaid, serve a notice on such member requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

Form of Notice

30. The notice shall name a day (not being less than thirty days from the date of the notice) and a place or places on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event on non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

Forfeiture on non-compliance of notice

31. If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or installments, interest and expenses due, in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares not actually paid before the forfeiture.

Forfeited shares property of the Company

32. Any share so forfeited shall be deemed to be the property of the Company and the Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit.

Power to annul forfeiture

33. The Directors may, at any time, before any share so forfeited is sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.

Arrears after forfeiture

34. Any member, whose shares have been forfeited, shall notwithstanding such forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon until payment at twelve percent per annum and the Directors may thereupon enforce the payment thereof, if they think fit but shall not be under any obligation to do so

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| <p>35. The forfeiture of the shares shall involve the extinction at the time of the forfeiture of all interest in and also of all claims and demands against the Company in respect of the share and all dividends and bonus due and payable in respect thereof and also all other rights incidental to the shares.</p> | <p>Effect of forfeiture</p> |
| <p>36. Fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.</p> | <p>Company's lien on shares</p> |
| <p>37. For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they think fit but no sale shall be made unless the debt for which the lien is to be enforced is presently payable and until notice in writing of the intention to sell shall have been served on such member, his heirs, executors or administrators and default shall have made by him or them in the payment or discharge of such debts, liabilities or engagements for thirty days after such notice.</p> | <p>Enforcing lien by sale</p> |
| <p>38. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, administrators or assigns.</p> | <p>Application of proceeds of sale</p> |
| <p>39. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money; and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy if any of any person aggrieved by the sale shall be in damages only and against the Company exclusively.</p> | <p>Validity of sales</p> |
| <p>40. A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive</p> | <p>Evidence of forfeiture</p> |

evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration, and the receipt of the Company for the consideration, if any, given for the share on the sale or disposition thereof, shall constitute a good title to the share, and the person to whom the share is sold or disposed of shall be registered as the holder of the share.

TRANSFER AND TRANSMISSION OF SHARES

Execution
of transfer,
etc.

41. A common form or such form as may be prescribed by the relevant statutes / rules from time to time, may be used for transfer of shares. No transfer shall be registered unless a proper instrument of transfer duly signed by both the transferor and transferee and complete in all other respects has been delivered to the Company, the transferor continuing to remain the holder of such share until the name of the transferee is entered in the register in respect thereof.

In what cases
the Directors
may decline to
transfer shares

42. The Directors may decline to register any transfer of shares on which the Company has a lien in respect of shares which are not fully paid up. Registration of transfer shall not be refused on the ground of transferor being either alone or jointly with any other person or persons is / are indebted to the Company.

Approval of the
Reserve Bank
of India for
certain cases of
transfer

43. The transfer of shares which results in acquisition of shares by a person / group which would take his / its holding to a level of 5% or more of the paid up capital of the Bank (or such other percentage as may be prescribed by the Reserve Bank of India from time to time) shall be registered only after the prior approval of the Reserve Bank of India. No person / group shall acquire shares which would take his / its holding to a level of 5% or more of the paid up capital of the Bank (or such other percentage as may be prescribed by the Reserve Bank of India from time to time) without obtaining the prior approval of the Reserve Bank of India.

No transfer to minor or
Lunatic

44. No transfer shall be made to a minor or a person of unsound mind.

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| <p>45. If the Directors refuse to register a transfer of any share they shall within one month after the date on which the transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal.</p> | <p>Notice of refusal to transfer</p> |
| <p>46. Every instrument of transfer shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor, or his right to transfer the shares. All instruments of transfer which the Directors register shall be retained by the Company but any instrument of transfer which they decline to register shall, on demand, be returned to the person depositing the same.</p> | <p>Transfer to be left at office and evidence of title given</p> |
| <p>47. (a) No instrument of transfer shall be necessary as regards transfer of shares or other securities held in dematerialised form and such transfers shall be registered in accordance with the applicable regulations of the Depositories subject to Depositories Act, 1996.</p> | <p>Transfer of shares/ securities held in dematerialised form</p> |
| <p>48. The Bank shall keep a book called the Register of Transfers and Transmission and therein shall be entered the particulars of every transfer or transmission of any share in the Bank. In accordance with the regulations applicable from time to time. Provided however the Bank may be entitled to keep and maintain such registers through electronic mode in accordance with the law.</p> <p>Subject to the provisions of the Act, the register of members may be closed for any period not exceeding in the aggregate 45 days in a year but not exceeding 30 days at any one time.</p> <p>On giving not less than seven working days previous notice in accordance with section 91 of the Act, the rules made there under and as per the Listing Regulations, the registration of transfers may be suspended at such times and for such periods the Board may from time to time determine:</p> <p>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year.</p> | <p>Register of Transfers</p> <p>Register may be closed</p> <p>Amended as on 29.09.2020</p> |

Transmission of registered shares

49. The executors or administrators of a deceased member (not being one of several joint holders) shall subject to these regulations be recognised by the Company, as having title to the shares registered in the name of such member and in the case of death of any one or more of the joint holders of any registered shares, the survivors shall be the only persons recognised by the Company as having any title to or interest in such shares, provided that if the member should have been, a member of a joint Hindu family, the Directors on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family may recognise the survivors or the karta thereof as having title to the shares registered in the name of such member and provided further that in any case it shall be lawful for the Directors in their absolute discretion to dispense with the production of probate or letters of administration or other legal representation upon such terms as to indemnity or otherwise as to the Directors may seem just. But the proviso shall in no way be deemed to modify or nullify the provisions contained in clauses 12 and 36 hereof.

Transmission clause

50. Any person becoming entitled to shares in consequence of death or bankruptcy of any member upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause in respect of his title as the Directors think sufficient may, with the consent of the Directors (which they shall not be under any obligation to give) be registered as a member in respect of such shares or may subject to the Regulations as to transfer hereinbefore contained transfer such shares. This clause is hereinafter referred to as the "transmission clause".

Director's right to refuse registration

51. The Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.

52. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages

to which he would be entitled if he were the registered holder of the share, except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

INCREASE AND REDUCTION OF CAPITAL

Power to increase capital

53. The Company in general meeting may by an ordinary resolution from time to time increase the capital by the creation of new shares of such amount as may be deemed expedient.

54. Such new shares may be issued by the Directors upon such terms and conditions and with such rights and privileges annexed thereto, as the general meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Directors shall determine, and in particular such shares may be issued with preferential or qualified rights to dividends, and in the distribution of the assets of the Company.

On what conditions new shares may be issued as to preference etc.

55. (a) As per Section 62 (1) (a) of the Act, all new shares shall be offered to persons who are holders of equity shares in proportion, to the paid-up share capital by sending offer letter. The offer shall be made by notice limiting a time not being less than 15 days and not exceeding 30 days from the date of the offer for acceptance. The offer shall be deemed to include a right to renounce shares offered in favour of any other person. After the expiry of the time specified in notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the company;

Allotment of new shares
Issue of shares to persons other than existing shareholders

(b) Any issue of shares by the Bank to persons other than the existing shareholders of the Bank either on preferential basis or otherwise, or by way of Qualified Institutions Placement, Stock Option Schemes, Stock Purchase Schemes, Sweat Equity or in any other manner shall be so issued subject to prior approval of the shareholders of the Bank under Section 62(1) (b) and (c) of the Act.

Amended as on 29.09.2020

How far the shares to rank with the shares in original capital

56. Except so far as is otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender or other-wise.

Consolidation,

57. The Company may, by ordinary resolution -

Conversion and subdivision of shares

a. consolidate and divide its share capital into shares of larger amount than its existing shares;

Amended as on 29.09.2020

b. by sub-division of its existing shares or any of them divide the whole or any part of its share capital into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provision of paragraph (d) of sub section (i) of Section 50 of the Indian Companies Act; so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

c. cancel any shares which, at the date of passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

d. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

Reduction of capital

58. The Company may, by special resolution, reduce its share capital in any manner and subject to any incident authorised and consent required by Law.

59. The resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise, over or as compared with the other or others.
- 59A
- (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and;
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- Creation of special rights in subdivision of shares
- Capitalisation of reserves
Amended as on 29.09.2020

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

Power to Borrow
Amended as on
29.09.2020

BORROWING POWER

60. The Directors may from time to time raise or borrow any sum of money or make any arrangement for finance for the purpose of the Company. The Directors may raise or secure the payment of such sum or sums or make the financial arrangement in such manner and upon such terms and conditions in all respects as they think fit and in particular by making, drawing, accepting or endorsing on behalf of the Company any promissory notes or bills of exchange or by issuing bonds, perpetual or redeemable debentures or debenture stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) but so that no charge shall be created upon any unpaid capital of the Company. The Directors of the Company are hereby authorised to borrow monies, as and when required, in excess, if necessary, of the limitations placed or intended to be placed by Section 180 of the Companies Act, 2013.

Securities may be
assignable free
from equities
Issue with special
Rights
Amended as on
29.09.2020

61. Such debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

62. Any debentures, debenture stock, bonds or other securities may be issued at a premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meeting of the Company, appointment of Directors and otherwise in accordance with Section 71 of the Act and as permitted by the Reserve Bank of India.

Appointment of
Nominee Director
by Debenture
Trustee in certain
circumstances
Added as on
24.08.2023

62A If it is provided by any Trust Deed executed/ to be executed in connection with any issue of Non-convertible debentures of the Bank or as provided under any SEBI regulation(s), the Board of Directors, subject to occurrence of events specified in the Trust deed, shall appoint the person nominated by the Debenture Trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of

the Securities and Exchange Board of India (Debtenture Trustees) Regulations, 1993 (as may be amended from time to time) as a Nominee Director of the Bank, on receipt of nomination from the Debtenture Trustee, as per the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as may be amended from time to time) and other applicable provisions or regulations and modifications, including any amendments thereto, within the time period specified therein.”

A Nominee Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. The Debtenture Trustee may also, in the event of such nominee director ceasing to hold office or any reason whatsoever including resignation or death, nominate another person as nominee director to fill up the said vacancy. The Nominee Director shall not be liable to retire by rotation nor required to hold any qualification shares.

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| 63. The Directors shall cause a proper register to be kept in accordance with Section 85 of the Act of all mortgages and charges specifically affecting the property of the Company. | Register of mortgage, etc.
Amended as on
29.09.2020 |
| 64. The sum of rupees one shall be payable by any person not being the creditor or member of the Company for each inspection of the Register of Mortgages and charges. | Fees for inspection of register of mortgages and charges |
| 65. If the Directors or any of them, or any other persons shall be personally liable for the payment, of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability. | Indemnity may be given |
| ANNUAL GENERAL MEETINGS | |
| 66. An Annual general meeting of the Company shall be held once atleast in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) Every annual general meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday and shall be held either | Annual General Meeting

Amended as on
29.09.2020 |

Distinction between
Annual & extra-ordinary
General meeting
Amended as on
29.09.2020

at the registered office of the company or at some other place within the city, town or village in which the registered office of the company is situate.

67. The general meetings referred to in the last preceding clause shall be called Annual General meetings. All other meetings of the Company shall be called extra ordinary General meetings.

Requisition for Extra-
ordinary General
Meeting
Amended as on
29.09.2020

68. The Directors may, whenever they think fit, convene an extra- ordinary general meeting and they shall, on the requisition of such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting. In the case of such requisition, the following provisions shall have effect:

- (a) The notice shall specify the place, date, day and hour of the meeting and shall contain the business to be transacted at the meeting
- (b) If the Directors do not, within twenty one days from the date of the requisition being so deposited, proceed to convene a meeting, on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.
- (c) In the case of a meeting at which a resolution is to be proposed as a special resolution, the Directors shall be deemed not to have duly convened the meeting if they do not give such notice and comply other requirements as is required by Section 101 of the Act.
- (d) Any meeting convened under this clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors.
- (e) A requisition by joint holders of shares must be signed by all such holders.
- (f) Any reasonable expenses incurred by the requisitionists in calling a meeting under sub-section (4) shall be reimbursed to the requisitionists by the

company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such of the directors who were in default in calling the meeting

69. Clear notice of not less than 21 (twenty-one) days shall be necessary for calling a general meeting, whether it be an annual general meeting or an extraordinary general meeting.

Notice

70. The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting.

As to omission to give notice

PROCEEDINGS AT GENERAL MEETINGS

71. The business of any Annual General meeting shall be consideration of financial statements and the reports of the Board of Directors and auditors, declaration of any dividend, appointment of directors in place of those retiring, appointment of, and the fixing of the remuneration of the auditors.

Business of Annual General meeting
Amended as on 29.09.2020

72. All business transacted at an Annual General meeting, other than business which under these presents, ought to be transacted at an Annual general meeting, and all business transacted at an extra ordinary general meeting, shall be deemed special.

Special business
Amended as on 29.09.2020

73. Thirty members personally present shall be a quorum to be for a general meeting and no business shall be transacted at any general meeting unless the quorum requisite be present at the commencement of the business.

Quorum to be present when business commenced
Amended as on 29.09.2020

74. If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company—
(a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
(b) the meeting, if called by requisitionists under section 100, shall stand cancelled:

Quorum necessary at commencement of business
Amended as on 29.09.2020

Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.

If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

Chairman of general meeting

75. The Chairman of the Board of Directors shall preside over general meetings. If the Chairman is not present or is not willing to act as Chairman at the general body meeting, the Directors present shall choose one of their number to be Chairman of the meeting.

How questions to be decided at meetings, casting votes
Amended as on 29.09.2020

76 (1) Every question submitted to a meeting shall be decided by way of voting by electronic means in accordance with the provisions of section 108 of the companies Act, the rules made thereto and the Listing Regulations entered into with stock exchanges or on a poll.

(2) in case of electronic voting and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Bank.

(3) in the case of an equality of votes the Chairman shall have a casting vote in addition to the vote or votes to which he may be entitled as a member.

(4) Any business other than that upon which a poll has been demanded may be proceeded with, pending the talking of the poll.

What is to be evidence of the passing of a resolution where poll not demanded
Amended as on 29.09.2020

77. At any general meeting unless a poll is demanded by the Chairman or by the members present in person or by proxy, where allowed, and having not less than one-tenth of the total voting power or holding shares on which an aggregate sum of not less than five lakh rupees or such higher amount as may be prescribed by the Companies Act, 2013 has been paid-up, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority, and an entry of that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Poll

78. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the

Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of votes, the Chairman shall determine the same and such determination made in good faith shall be final and conclusive. The procedure for poll will be carried in accordance with Section 109 of the Act. Amended as on 29.09.2020

79. The Chairman of the general meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Power to adjourn general meeting
80. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a meeting, and a poll demanded on a question of adjournment shall be taken at a meeting without adjournment. Business may proceed notwithstanding of poll in what case poll taken without adjournment

VOTES OF MEMBERS

81. Upon a poll (whether by electronic voting or postal ballot or otherwise exercise of voting rights would be proportionate to the number of fully-paid shares held by the share holder in proportion to the paid up capital of the Company, provided however, that no share holder shall exercise voting rights in excess of ten percent of the total voting rights of all the share holders of the Company or such other percentage of the total voting rights of all members of the Company as may be directed by the Reserve Bank of India from time to time. Votes Amended as on 29.09.2020
82. No member shall be entitled to be present or vote either personally or by proxy or as a proxy for another member or upon a poll, or be reckoned in a quorum at any general meeting or exercise any privilege as a member unless all calls or other money due and payable, in respect of any share of which he is the holder, have been paid. Disqualification to vote
83. Where there are joint registered holders of any share, any one of such persons may vote at any meeting personally in respect of such share as if he were solely entitled thereto. If more than one of such joint holders be present at any meeting the one whose name stands first in the register in respect of such Vote by joint holders

	share shall alone be entitled to vote in respect thereof. Proxies by joint holders of any shares have to be executed by all the joint holders in respect of such shares.
Minors and Lunatics votes	84. Minors who have become members by transmission and persons of unsound mind having right to vote may vote through their guardians, recognised as such by the Board of Directors. Such recognition shall be final and shall not be questioned.
No voting by proxy Amended as on 29.09.2020	85. No member not personally present shall be entitled to vote unless such member is a corporation present by a proxy or a Company present by a representative duly authorised under Section 113 of the Companies Act, 2013 in which case such proxy or representative may vote as if he is a member of the Company.
proxies permitted	86. Votes may be given either personally or by proxy or in the case of a Company by a representative duly authorised as aforesaid.
Instrument appointing proxy to be in writing Amended as on 29.09.2020	87. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its attorney.
Deposit of proxy and power of attorney Amended as on 29.09.2020	88. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company not less than Forty Eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.
When vote by proxy valid though authority revoked	89. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, revocation, or transfer shall have been received at the office or by the Chairman of the meeting before the vote is given.
Form of proxy Amended as on	90. Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as circumstances will admit, be in the form No MGT 11 prescribed

under section 105 of the Act.

29.09.2020

DIRECTORS

91. Unless otherwise determined by a general meeting, the number of Directors shall not be more than ten and not less than seven. Not less than fifty one percent of the total number of Directors shall be persons who satisfy the conditions laid down in Section 10 A of the Banking Regulation Act, 1949.

Number of Directors
(Amended on
16.09.1996 maximum
10 and minimum 7)

92 The present Directors are: -

Present Directors

1. Mr. Ry. K.A. Davies AvI, B.A., B.L
2. “ C A. Pyloth “
3. “ C.L. Palu “
4. “ T.P. Kochu “
5. “ KJ. Varoo “
6. “ V.P. Cheru “
7. “ C. L. Mathew “
8. “ K.K. Francis “
9. “ C.A. Ouseph “ B.A., B.L

93. Directors need not hold any qualification shares.

93A Board shall constitute a committee of Directors styled Nomination and Remuneration Committee which shall apply a due diligence process to determine the suitability of every person who is being considered for being appointed or re-appointed as a Director of the Bank based on his educational qualification, experience and track record, and every such person shall meet the ‘fit and proper’ criteria, as Reserve Bank of India may stipulate from time to time and accordingly any appointment or re- appointment of a Director shall be subject to prior approval by Nomination and Remuneration Committee of the Bank. The Nomination and Remuneration Committee shall identify persons qualified to become directors and who may be appointed in senior management, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors and review its implementation and compliance

Nomination
and
Remuneration
Committee
Amended as
on 29.09.2020

94. Any casual vacancy occurring in the Board of Directors may be filled by the Directors but the person so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Filling up a casual
vacancy

95. The Directors may receive out of the funds of the

Remuneration

Company by way of remuneration for their services a sum voted by the General Meeting from time to time.

95A. Notwithstanding anything contained in Article 95, the Directors of the Bank who attend meetings of the Board or any Committee thereof may be paid such sum of money by way of sitting fee for each such meeting as the Board may decide from time to time subject to the ceiling if any, prescribed under the Act. The Directors are eligible for reimbursement of expenses incurred by them in connection with such meetings and other official duties.

Vacancy in
Board

96. The continuing Directors may act notwithstanding vacancy in their body, but if the number of Directors falls below the minimum, no business may be transacted by them during such period except appointing a new Director or Directors.

Disqualification of
Directors
Amended as on
29.09.2020

DISQUALIFICATION OF DIRECTORS

97. The office of a Director shall be vacated if,

- a) he incurs any of the disqualifications specified in section 164 of the Act;
- b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
- c) he acts in contravention of the provisions of section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
- d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184 of the Act;
- e) he becomes disqualified by an order of a court or the Tribunal;
- f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months
- g) he is removed in pursuance of the provisions of the Act
- h) he, having been appointed a director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, ceases to hold such office or other employment in that company

ROTATION OF DIRECTORS

98. Not less than two-thirds of the strength of the Board at any time be Directors appointed by a general meeting and their office shall be liable to determination by retirement on rotation basis of which at every annual general meeting not less than one-third of those Directors shall retire or if their number is not three or a multiple of three, then, the number nearest to one-third shall retire from office. Notwithstanding the above and subject to the provisions of section 149(13) of the Companies Act, 2013, Directors who are appointed as Independent Directors of the Company are not subject to retirement by rotation.
99. Save as provided in Article 98 and subject to provisions of the Act, Chairman, whether executive or non-executive, whether full time or part-time, managing director and other whole time directors, by whatever name called, shall not be liable to retirement by rotation. However if they cease to hold such positions, they shall ipso facto become liable to retirement by rotation.
100. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
101. A retiring Director shall be eligible for re-election.
102. The Company at the general meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto.
103. If at any meeting, at which an election of Directors ought to take place, the places of the vacating Directors are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place. If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting. However, the
- Present Director
when to retire
Amended as
on 16.07.2014
- Which Directors to retire
- Retiring Director
eligible for re-
election
Meeting to fill up
vacancies
- Retiring Directors to
remain in office till
successors appointed
Amended as on
29.09.2020

aforesaid requirement will not apply to Independent Directors.

Power for General Meeting to increase or reduce the number of Directors

Amended as on 29.09.2020

Power to remove Directors by extraordinary resolution

Amended as on 29.09.2020

Register of Director and key Managerial Personnel

Amended as on 29.09.2020

Meeting of Directors

Quorum Amended as on 29.09.2020

Meeting how called

Questions how decided

104. Subject to the provisions of Sections 149 and 152 Act the Company may from time to time in general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

105. In accordance with Section 169 of the Act, a company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal under section 242 of the Act, before the expiry of the period of his office after giving him a reasonable opportunity of being heard. An independent director re-appointed for second term under sub-section (10) of section 149 of the Act shall be removed by the company only by passing a special resolution and after giving him a reasonable opportunity of being heard. A Director so removed shall not be reappointed a Director by the Board of Directors.

106. The Directors shall comply with the provisions of Section 170 of the Act in regard to keeping a register of Directors and Key Managerial Personnel.

PROCEEDINGS OF DIRECTORS

107. The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings and proceedings, as they may think fit.

108. Subject to the provisions of Section 174 of the Act- One third of the total strength of the Board of Directors or Four Directors whichever is higher shall form a quorum.

For Committee meetings of Board subject to the provisions of the Act minimum two committee members shall form a quorum.

109. The Chairman may at any time and he shall, upon the request of two Directors, convene a meeting of the Board of Directors.

110. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes

the Chairman shall have a second or casting vote.

111. The Directors may appoint one from among themselves as Chairman of the Board of Directors. The Chairman shall preside at every meeting of the Board. If there be no Chairman or if he is not present on the commencement of the meeting, the Directors present shall choose one of their number to be Chairman of the meeting.

Chairman and
Deputy Chairman

112. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, and powers, vested in or exercisable by the Directors generally.

Power of quorum

113. The Directors may delegate any of their powers to the Chairman or to Committees consisting of such number of members of their body as they think fit, and may from time to time revoke such delegation. Any Committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors. The meetings and proceedings of any such Committee for which the quorum shall be two shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this clause.

Power to appoint
committee and to
delegate proceedings of
committee

114. A resolution in writing signed by a majority of not less than three fourths of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Such, resolution shall be placed for being noted and recorded at the next succeeding meeting of the Board and made part of the minutes of such meeting.

Resolution without
Board Meeting valid
Amended as on
29.09.2020

115. The Directors shall cause minutes to be duly entered in the books provided for the purpose: -

- (a) of all appointments of officers;
- (b) of all the names of the Directors present at each meeting of the Directors and of any Committee of Directors;
- (c) of all orders made by the Directors and Committees of Directors;
- (d) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees. And any such minutes of any meeting of the Directors or of Committees or of the Company if purporting to be signed by the Chairman of such meeting, or by the Chairman

Minutes to be made
Amended as on
29.09.2020

of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes, The books containing the minutes of general meetings shall be kept at the Registered office, and shall be open to inspection of members between the hours of 2 and 4 p.m. on business days.

Seal
Amended as on
29.09.2020

THE SEAL

116. The Board may provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being and the seal shall never be used except by the authority of the Board or a Committee of the Board previously given.

Deeds how
executed

117. Every Deed or other instrument to which the Seal of the Company is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company or unless the Board shall otherwise determine, be signed by any two Directors and the secretary or such other person as the Board may appoint for the purpose.

Amended
as on
29.09.2020

POWERS AND DUTIES OF DIRECTORS

Amended as on
29.09.2020

118. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company, and may exercise all such powers of the Company as are not, by the Companies Act, 2013 or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to any regulation of these articles or to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

Specific powers given
to Directors

119. Without prejudice to the general powers conferred by the last preceding clause, and the other powers conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers, that is to say, power:

To acquire
property

(i) To purchase or otherwise acquire for the Company and/or to sell any property, rights, or

privileges which the Company is authorised to acquire at such price, and generally on such terms and conditions, as they think fit.

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| (ii) | At their discretion, to pay for any property, rights or privileges acquired by, or services rendered to the Company, either wholly or partly in cash or in shares, bonds, debentures or other Securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, other securities may be either specifically charged upon all or any part of the property of the Company or not so charged. | To pay for property in debentures, etc. |
| (iii) | To secure the fulfillment of any contracts or engagements entered into by the Company by Mortgage or charge of all or any of the property of the Company for the time being or in such other manner as they may think fit. | To secure contracts by mortgage |
| (iv) | To authorise or empower the Chairman or other officers for the time being of the Company to exercise and perform all or any of the powers, authorities and duties conferred or imposed upon the Directors by the Memorandum or Articles of Association subject to such restrictions and conditions, if any, as the Board may think proper. | To authorise manager |
| (v) | From time to time to nominate and appoint and if necessary to remove or suspend as the Directors deem best for the management of the business of the Company, officers, clerks, engineers, workmen and all other employees of the Company and to fix the remuneration, salaries and wages to be paid by the Company to officers of the Company and other employees generally. | To appoint and remove Chairman etc. |
| (vi) | To raise or borrow money from time to time by bonds, debentures or promissory notes, or by opening current accounts or by reserving advances with or without security or by | To borrow money |

mortgaging any lands, buildings, machinery, goods or other property of the Company or by such other means as the Directors may deem expedient.

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| To draw bills of exchange etc. | (vii) To draw, accept, endorse, negotiate, buy and / or sell bills of exchange and other negotiable instruments with or without security. |
| To pay rent | (viii) To undertake on behalf of the Company the payment of all rent and the performance of all covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company. |
| To insure | (ix) To insure or keep insured if deemed expedient all or any of the buildings, goods, stores or other property or any securities of the Company either separately or conjointly for such period and to such extent as the Directors may think proper and to sell, assign, surrender or discontinue any policies or assurance effected in pursuance of this power. |
| To purchase reversions in land | (x) To purchase the reversion or reversions and otherwise to acquire the free-hold or fee simple of all or any of the lands of the Company for the time being held under lease or for an estate less than a free-hold estate by the Company. |
| To accept surrender of shares | (xi) To accept from any member, on such terms and conditions as shall be agreed, a surrender of his shares or any part thereof. |
| To bring and defend actions etc. | (xii) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company, or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company. |

(xiii) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.	To refer to arbitration
(xiv) To make and give receipts, releases and other discharges for money payable to the Company, and for the claims and demands of the Company.	To give receipts
(xv) To authorise officers or other persons to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.	To authorize acceptance etc
(xvi) From time to time to provide for the management of the affairs of the Company in all its branches in such manner as the Directors think fit, and in particular appoint any persons to be the attorneys or agents of the Company with such powers (including power to sub- delegate) and upon such terms as may be thought fit.	To appoint attorneys
(xvii) To appoint one or more qualified men as legal advisers whose duties shall be to give opinion on questions referred to them, and to give notices and to conduct and defend suits on behalf of the Bank and to do all that may be done by them in the interests of the Bank and in their capacity as such advisers.	Duties of legal advisers
(xviii) The Directors may appoint any qualified person as legal advisers and remuneration may be fixed by the Directors. The Directors shall have also power to replace any legal adviser by another at any time they think fit.	Appointment of legal advisers
(xix) To invest and deal with any of the moneys of the Company upon such shares and securities (not being shares in this Company) and in such	To invest Moneys

manner as they may think fit, and from time to time to vary or realise such investments.

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| To give security
by way of indemnity | (xx) To execute in the name and on behalf of the Company in favour of any Director or other-person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property as they think fit and any such mortgage may contain a power of sale and such other powers, covenants, and provisions as shall be agreed on. |
| May make bye-laws | (xxi) From time to time to make, vary, and repeal bye-laws for the regulation of the business of the Company, its officers and servants and provident fund and other funds. |
| May make contracts
etc. | (xxii) To enter into all such negotiations and contracts, rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Company as the Directors may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company. |
| Branch register | (xxiii) From time to time to decide and cause to be kept at any of its branches, a branch register of members or a copy of the register of its members and to make such regulations as they think fit respecting the keeping or discontinuance of such registers. |
| General powers
Amended as on
29.09.2020 | (xxiv) And generally to do, sanction and authorise all such matters and things as may be necessary to be done, authorised or sanctioned in or about the general business and affairs of the Company or in or about the execution of all or any of the powers hereinbefore conferred on the Directors The board shall also exercise such powers as conferred under Section 179 of the Act and the Rules prescribed thereto. |

120. The Directors shall comply with the provisions of the Act, or other statutes relating to Companies and particularly the provisions of the Companies Act relating to Banking Companies as also the provisions as to the registration and keeping of copies of mortgages and charges, keeping of the register of members, filing with the Registrar of Companies necessary returns as may be required to be filed pursuant to the provisions of the Act.

Compliance with statutes
Amended as on
29.09.2020

PRINCIPAL OFFICERS

121. (a) Subject to the provisions of the Act, Banking Regulation Act, 1949 and directions, if any, of the Reserve Bank of India, the Board has the powers to appoint Chairman, whether Executive or Non-executive, Part-time or full time. When a person is appointed full time Chairman, he shall be styled as Chairman and Chief Executive Officer or Executive Chairman and Chief Executive Officer. The Board shall also have powers to appoint a Managing Director and Chief Executive Officer. The Chairman and Chief Executive Officer or Executive Chairman and Chief Executive Officer or as the case may be, the Managing Director and Chief Executive Officer may be entrusted with the management of the whole of the affairs of the Bank and shall be in the whole-time employment of the Bank. The Chairman, whether Executive or Non-executive, Part-time or full time, Managing Director, Chief Executive Officer shall be jointly or severally referred to as Principal Officer(s).

Directors to appoint a
Chairman/ Managing
Director
Amended as on
29.09.2020

(b) When a person is appointed as Chairman on Part-time basis, he shall be styled as Chairman or Non-executive Chairman and he shall perform such functions as the Board may assign to him from time to time.

(c) The Principal Officers shall hold office as per the terms of their appointment or re-appointment.

(d) The Board shall have powers to appoint one or more Directors as Executive Directors or whole-time Directors who shall discharge such duties and functions as the Board may decide from time to time.

(e) The Board shall have the power to revoke, vary, withdraw, terminate, cancel the appointment or re-appointment of any such Principal Officers or alter their powers and duties and they shall exercise their

respective powers subject to the overall superintendence, control and direction of the Board of Directors.

(f) No Principal Officer shall resign without giving necessary notice as per terms of their respective appointments.

(g) Subject to directions of the Board, if any, Principal Officers shall continue to be in office until a successor is appointed in their place.

Remuneration to
Principal Officers

Amended as on
29.09.2020

Power to delegate
powers

122. Subject to necessary approvals and applicable provisions of the Act, and the Banking Regulation Act, 1949, the Principal Officers of the Bank may be entitled to such remuneration, honorarium, pay and perquisites as the Board may determine from time to time.

123. The Principal Officers may with the sanction of the Board of Directors previously obtained delegate from time to time such of the powers as are conferred upon them by these articles or by the Directors, to such other officer or officers of the Company jointly or severally as he thinks fit.

124. The Executive Chairman or the Chairman and Chief Executive Officer or the Managing Director and Chief Executive Officer shall have the powers to represent the Bank in all legal and other proceedings before any Court of Law, Quasi-judicial Forums and other Authorities and he shall have the powers to appoint advocates, authorized representatives, sign vakalat, issue powers of attorney, sign complaints, counters, affidavits and other pleadings, and certify documents and resolutions of the Bank.

CONTRACTS WITH DIRECTORS

Amended as on
29.09.2020

125. In accordance with the provisions of Section 184 of the Act, every director who is in any way, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or with a firm or other entity in which, such director is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in

such meeting. Where any director is not so concerned or interested at the time of entering into such contract, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested. Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals. Compliance of the provisions of Section 188 of the Act would be in addition to the aforesaid stipulations.

LOCAL MANAGEMENT

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| 126. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether in India or abroad, in such manner as they think fit and the provisions contained in the three next following articles shall be without prejudice to the general powers conferred by this paragraph. | Local Management |
| 127. The Directors may from time to time and at any time establish any Local Boards or agencies for managing any of the affairs of the Company in any such specified locality, and may appoint any persons including any Directors to be members of such Local Board and may fix their qualification if any, or may appoint any managers or agents, and may fix their remuneration. And the Directors from time to time and at any time, may delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Directors, other than the powers of making calls, and may authorise the members for the time being of any such Local Board, or any of them, to fill up any vacancies therein and to act notwithstanding vacancies therein, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation. | Local Board |
| 128. The Directors may at any time and from time to time by Power of Attorney under the Company's Seal appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with | Powers of attorney |

such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and on such terms and subject to such conditions as the Directors may from time to time think fit; and any such appointment may (if the Directors think fit) be made in favour of the members or any of the members of the Local Board established as aforesaid or in favour of any company or of the members, Directors, nominees or managers of any company or firm or in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors; and any such power of attorney may contain such provisions for the protection or convenience of the persons dealing with such attorney or attorneys as the Directors may think fit.

Sub-delegation 129. Any such delegates or attorneys as attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

DIVIDENDS

Proportion of Dividend. No dividend on capital paid-up in advance and carrying interest 130. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents, and subject to the provisions as to the reserve fund, if required, may be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively at the date of the declaration of the dividend. Provided that where capital is paid on any shares in advance of calls upon the footing that the same shall carry interest, such capital not whilst carrying interest, confer a right to participate in the profits

Amended as on 29.09.2020 131. The Company in general meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may fix the time for payment. No larger dividend shall be declared than is recommended by the Directors, but the Company in general meeting may declare smaller dividend.

Declaration of dividends restriction on amount of dividends 132. No dividend shall be payable except out of the profits of the year or any other undistributed profits arrived at after providing for depreciation and no dividend shall carry interest as against the Company.

Dividend to be paid out of profits
Amended as on 29.09.2020

What to be deemed net 133. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

- profits
134. Board of Directors may declare interim dividend during any financial year or at any time during the period from closure of financial year till holding of the annual general meeting out of the surplus or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend.
- Interim dividends
Amended as on 29.09.2020
135. The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
- Debts may be deducted
136. Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
- Effect of transfer
137. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member or which any person under that clause is entitled to transfer until such person shall become a member in respect thereof or shall duly transfer the same.
- Retention in certain cases
138. Any one of several persons who are registered as the joint holders of any share may give effectual receipt for all dividends and payments on account of dividends in respect of such share.
- Dividend to joint holders
139. Unless otherwise directed, any dividend may be paid in any electronic mode or by cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders, to the registered address of that one whose name stands first on the register in respect of the joint holding, and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.
- Mode of payment of dividend (how to be paid Payments by post)
Amended as on 29.09.2020
140. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- Notice of Dividend
Amended as on 29.09.2020
141. Dividends remaining unpaid or unclaimed shall not be forfeited by the Board. The Company shall comply with all the provisions of the Act (in respect of unpaid or unclaimed dividend) which are in force from time to time.
- Unclaimed Dividend

ACCOUNTS

142. The Directors shall cause true accounts to be kept of

Accounts to be kept
Amended as on 29.09.2020

the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, of all sales and purchases of goods, and of the assets, credits and liabilities of the Company. The books of account shall be kept at the registered office of the Company or at such other place or places as the directors think fit in compliance with Section 128 of the Act., and shall at all times be open to inspection by the Directors.

Inspection of members

143. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to inspection of members or Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by the Company in general meeting.

144. The Directors shall cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are required by law for the time being in force.

Balance Sheet and Reports
of Directors

145. Subject to the provisions of Section 29 of the Banking Regulation Act, 1949, a balance sheet shall be made out at least once in every year and laid before the Company in general meeting made up to a date not more than six months before such meeting. The balance sheet, shall be accompanied by a report of the Directors as to the state of the Company's affairs and the amount which they recommend to be paid by way of dividend and the amount (if any) which they propose to carry to the reserve funds. The profit and loss account and balance sheet shall be signed by in the manner required under the Companies Act and the Banking Regulation Act.

Amended as on 29.09.2020

Sending of balance
sheet etc

146. Copy of the financial statements shall be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.

Amended as on 29.09.2020

Amended as on 29.09.2020

AUDIT

147. Auditors shall be appointed and their duties regulated in accordance with Section 143 of the Act. of the Companies Act. Before appointing, re-appointing or removing any auditor or auditors, previous approval of the Reserve Bank of India has to be obtained.

NOTICES

148. (i) A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.
- (ii) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting letter containing the notice and unless the contrary is proved, service thereof shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.
149. If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notice to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly given to him on the day on which the advertisement, appears.
150. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the shares.
151. A notice may be given by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description at the address (if any) in India supplied for the purpose by the person claiming to be so entitled or until such an address has been supplied by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred.
152. Notice of every general meeting shall be given in either in writing or through electronic mode to every member of the company, legal representative of any deceased member or the assignee of an insolvent member; the auditor or auditors of the company; and every director of the company.

Notice to be sent to
registered address

When notice by
advertisement to be given

Noice to joint holders

Notice to persons entitled to
shares on death or
insolvency

To whom notice of
general meetings to be
given

Amended as on
29.09.2020

SECURITY CLAUSE

153. Every Director, Manager, Auditor, Trustee, Member of a Committee, Officer, agent, accountant, servant or other person employed in the business of the Company, shall before entering upon his duties sign

Security Clause

and shall be deemed to have given a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individuals, and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except when required so to do by the Directors or by any meeting, or by a court of law, or by the persons to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

WINDING UP

Distribution of assets
Amended as on 29.09.2020

154. Subject to the provisions of Chapter XX of the Act and rules made there under, if the company shall be wound up, the liquidator may, with the sanction of a special resolution and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. The liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity to
directors and other
officers
Amended as on 29.09.2020

INDEMNITY

155. Every officer or manager for the time being of the Bank shall be indemnified out of the assets of the Bank against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any applications under section 463 of the Act, in which relief is granted to him by the court or the Tribunal.

Directors and other
officers not responsible
for act of others
Amended as on 29.09.2020

156. Subject to the provisions of Section 197 of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects for act of others or defaults of any other Director or Officer or for joining in any receipt or other act for the sake of conformity merely, or for any loss or expense happening to the Company through the insufficiency or deficiency in point of title to or value of any property acquired by order of the Directors for or on behalf of the Company, or

mortgaged to the Company, or for insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person to or with whom any moneys, securities or effects of the Company shall be entrusted or deposited, or for any loss occasioned by any error of judgment, omission, default or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution or performance of the duties of his office or in relation thereto unless the same happen through his own dishonesty or gross negligence.

157. In all legal proceedings in any court of law by or on behalf of the Company the Managing Director, , General Manager and other officers of the Company, who hold power of attorney to act on behalf of the Company, shall have the power to represent the Company and sign all pleadings and accept all processes unless otherwise determined by the Board of Directors.

Legal Actions

Amended as on 29.09.2020

We the several persons whose names and addresses, are subscribed, are desirous of being formed into a Company in pursuance of these Articles of association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

SI. No	Name and Address of the Shareholders	Signature	No. of Shares	Amount in Rs.
1.	Pallan Kunjuvaried Anthony	Sd/-	1	2,500
2.	Injodikkarin Inasu Iyyappan	Sd/-	1	2,500
3.	Kodankandath Vavoo Inasu	Sd/-	1	2,500
4.	Chalissery Anthony Maney	Sd/-	1	2,500
5.	Chettupuzha Anthony Kunjippu	Sd/-	1	2,500
6.	Thattil Varied Kochuvaried	Sd/-	1	2,500
7.	Thanjan Rappai Kunjuvaried	Sd/-	1	2,500
8.	Pudukkadan Anthony Aippu	Sd/-	1	2,500
9.	Chettupuzhakkaran Lonappan Mathew	Sd/-	1	2,500
10.	Chirakkekaran Chacku Varuthunny	Sd/-	1	2,500
11.	Chettupuzhakkaran Mathew Lonappan	Sd/-	1	2,500
12.	Chalakkal Anthony Ouseph	Sd/-	1	2,500
13.	Menachery Tharathu Pyloth	Sd/-	1	2,500

14.	Chandy Chakkunny Thoma	Sd/-	1	2,500
15.	Chandy Devassy Chacku	Sd/-	1	2,500
16.	Pulickan Ouseph Anthony	Sd/-	1	2,500
17.	Cherukkaran Lazar Maney	Sd/-	1	2,500
18.	Kanjiraparambil Ouseph Varoo	Sd/-	1	2,500
19.	Chettupuzhakkaran Joseph Mathew	Sd/-	1	2,500
20.	Thanjan Rappai Pyloth	Sd/-	1	2,500
21.	Thanjan Pyloth Porinchu	Sd/-	1	2,500
22.	Chandy Anthony Chacku	Sd/-	1	2,500
23.	Pallipurathukkaran Kunjuvaried Anthony	Sd/-	1	2,500
24.	Tharayii Porinchu Devassykutty	Sd/-	1	2,500
25.	Veluthukkaran Varied Lonappan	Sd/-	1	2,500
26.	Chirakkekaran Anthony Ouseph	Sd/-	1	2,500
27.	Manjila Anthony Devassy	Sd/-	1	2,500
28.	Veluthukkaran Lonappan Kuria	Sd/-	1	2,500
29.	Kavalakkat Kunjuvaried Thoma	Sd/-	1	2,500
30.	Thanjan Pyloth Anthony	Sd/	1	2,500
31.	Chalissery Ouseph Kunjuvaried	Sd/-	1	2,500
32.	Maliekkal Lonappan Ouseph	Sd/-	1	2,500
33.	Chalissery Anthony Pyloth	Sd/-	1	2,500
34.	Thottan Anthappan Devassykutty	Sd/-	1	2,500
35.	Tharayil Porinchu Kochu	Sd/-	1	2,500
36.	Pallan Anthony Ouseph	Sd/-	1	2,500
37.	Pallan Pyloth Anthonykutty	Sd/-	1	2,500
38.	Chalakkal Rappai Tharu	Sd/-	1	2,500
39.	Kunjappu Anthony Devassy	Sd/-	1	2,500
40.	Manjila Porinchu Anthony	Sd/-	1	2,500
41.	Kuttikatt Cheru Thoma	Sd/-	1	2,500
42.	Chalissery Ouseph Porinchu	Sd/-	1	2,500

The above persons are Residents of Thrissur

Village. Dated the 28th Day of **Dhanu**

1104.

The above persons have signed in our presence.

Witnesses:

1. Pallan Kunjuvaried Ouseph Sd/-
2. Chettupuzhakkaran Kunjuvaried Varied Sd/-

APPENDIX

APPLICATION FOR SHARES



