



NOTICE OF 101ST ANNUAL GENERAL MEETING

**CSB BANK LIMITED**

Registered Office: "CSB Bhavan", St. Mary's College Road, Post Box No. 502,

Thrissur - 680 020, Kerala, India. | **Tel:** +91 487 - 2333020 | **Fax:** +91 487 - 2338764

Website: www.csb.co.in | **Email:** board@csb.co.in | **Corporate Identity Number:** L65191KL1920PLC000175

NOTICE OF 101ST ANNUAL GENERAL MEETING

Notice is hereby given that the 101st Annual General Meeting of CSB Bank Limited (the "**Bank**") will be held on Tuesday, September 27, 2022 at 11:00 a.m. IST through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to transact the following business:

ORDINARY BUSINESS:**1. Adoption of Audited Financial Statements**

To receive, consider and adopt the Bank's Audited Financial Statements for the financial year ended March 31, 2022, including the Audited Balance Sheet and Profit and Loss Account as at that date together with the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Retiring Director Mr. Sumit Maheshwari (DIN: 06920646)

To appoint a Director in place of Mr. Sumit Maheshwari (DIN: 06920646), who retires by rotation, and being eligible, offers himself for re-appointment.

3. Fixation of remuneration of the Joint Statutory Auditors

To fix the remuneration of Joint Statutory Auditors, and in this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

"RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the relevant Rules made thereunder, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Rules, Circulars and Guidelines issued by the Reserve Bank of India ("**RBI**") from time to time, particularly the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of commercial banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021,

approval of the members of the Bank be and is hereby accorded for payment of remuneration/fees not exceeding Rs. 1,91,00,000/- (Rupees One Crore Ninety One Lakhs Only) for FY 2022-23 to B S R & Co. LLP, Chartered Accountants, 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai-400063, Maharashtra, Firm Regn. Number: 101248W/W-100022 and Mukund M. Chitale & Co., Chartered Accountants, 2nd Floor, Kapur House, Paranjape B Scheme Road No.1, Vile Parle (East), Mumbai - 400057, Firm Registration Number : 106655W and additionally, outlays on an actual basis plus taxes at the applicable rates, for the purpose of audit of the Bank and its branches and offices, including certifications as prescribed and reporting on internal financial controls, with power to the Board, including that of Audit Committee of the Board, to decide and allocate the overall audit fees between B S R & Co. LLP, Chartered Accountants and Mukund M Chitale & Co., Chartered Accountants, as may be mutually agreed between the Bank and the Joint Statutory Auditors, depending upon their respective scope of work, in addition to outlays and taxes as applicable."

SPECIAL BUSINESS:**4. Approve the appointment of Ms. Bhama Krishnamurthy (DIN: 02196839) as the Part-Time Chairperson of the Bank and the terms of appointment**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the relevant Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing**

Regulations”), the relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by Reserve Bank of India (“**RBI**”), in this regard, from time to time, and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re- enactment(s) thereto, for the time being in force), the provisions of the Articles of Association (the “**Articles**”) of CSB Bank Limited (the “**Bank**”) and subject to the approval of RBI in terms of Section 10B (1A)(i) of the Banking Regulation Act, 1949, approval of the Members of the Bank be and is hereby accorded to the appointment of Ms. Bhama Krishnamurthy (DIN: 02196839), Non-Executive Independent Director, as the Part- time Chairperson (Independent) of the Bank, with effect from the date of approval of RBI up to September 28, 2024 (both days inclusive), which is coterminous with Ms. Bhama Krishnamurthy’s remaining term of appointment as an Independent Director of the Bank or in the manner as advised by RBI while according its approval to the appointment as Part- time Chairperson (Independent) of the Bank.”

“RESOLVED FURTHER THAT pursuant to the applicable provisions, if any, of the Act and the rules made thereunder, the Listing Regulations, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the provisions of the Articles of the Bank and subject to the approval of RBI in terms of Section 10B (1A)(i) of the Banking Regulation Act, 1949, approval of the members of the Bank be and is hereby accorded for payment of remuneration and other benefits as specifically detailed as hereunder, to Ms. Bhama Krishnamurthy (DIN: 02196839), for the position of the Part-time Chairperson of the Bank, with effect from the date of approval of RBI up to September 28, 2024 (both days inclusive) or in the manner as advised by RBI while according its approval to the appointment as Part- time Chairperson (Independent) of the Bank.”

Sl. No	Particulars	Amount
1.	Remuneration	Rs.18,00,000/- (Rupees Eighteen Lakhs only) per annum.
2.	Telephone and Car	Eligible for official purposes
3.	Travelling and Halting Allowances	As applicable to Bank’s other Directors as per RBI Circular No. BC.54/08.95.004/98 dated June 10,1998
4.	Other benefits, if any	Shall be entitled to sitting fees for attending Board / Committee meetings of the Board as applicable to other Directors of the Bank.

“RESOLVED FURTHER THAT the Board of Directors of the Bank be and are hereby jointly / severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/ regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this Resolution.”

5. **Approve the appointment of Mr. Pralay Mondal (DIN: 00117994), Deputy Managing Director as Interim Managing Director & CEO of the Bank for the period from April 1, 2022 till September 30, 2022 or till the appointment of a regular Managing Director & CEO in the Bank, whichever is earlier**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (the “**Act**”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other relevant Rules made thereunder; applicable provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by Reserve Bank of India (“**RBI**”), in this regard, from time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association (“**Articles**”) of CSB Bank Limited (the “**Bank**”), and in line with the approvals received from RBI vide their letters dated March 23, 2022 and June 29, 2022, approval of the Members of the Bank be and is hereby accorded to the appointment of Mr. Pralay Mondal (DIN: 00117994), Deputy Managing Director as Interim Managing Director & CEO of the Bank, for the period from April 1, 2022 till September 30, 2022 or till the appointment of a regular Managing Director & CEO in the Bank, whichever is earlier. ”

“RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Pralay Mondal as Interim Managing Director & CEO including those relating to remuneration shall remain the same as that for the position of Deputy Managing Director, subject to the approval of RBI.”

“RESOLVED FURTHER THAT the Board of Directors of the Bank be and are hereby jointly/severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/ regulatory authorities, with the power to settle all questions, difficulties or doubts

that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this Resolution."

By Order of the Board
For CSB Bank Ltd.,

Sd/-

(Sijo Varghese)

Company Secretary

Place: Thrissur

Date: September 03, 2022

NOTES:

1. AGM THROUGH VIDEO CONFERENCING / OAVM

Ministry of Corporate Affairs ("MCA") vide General Circular no. 02/2022 dated May 05, 2022 read with General Circulars No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 08, 2021 and No. 21/2021 dated December 14, 2021 (collectively referred to as "**MCA Circulars**") and Securities and Exchange Board of India ("**SEBI**") vide circular SEBI/HO/CFD/CMD1/CIR/P/2022/62 dated May 13, 2022 ("**SEBI Circular**"), has extended permission of holding of the Annual General Meeting ("**AGM**") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("**Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), SEBI Circulars, MCA Circulars and all other relevant circulars issued from time to time, the AGM of the Bank will be held through VC / OAVM. The registered office of the Bank shall be deemed to be the venue for the AGM.

2. APPOINTMENT OF PROXY

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Bank. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.**

3. Institutional / Corporate Shareholders (i.e. other

than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to scrutiniservoting@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com

4. PROCEEDINGS AND PARTICIPATION OF MEMBERS AT THE AGM

The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by using the remote e-voting login credentials and by following the procedure mentioned in this Notice under Instructions for members for remote e-voting. Pursuant to Regulation 44(6) of the Listing Regulations read with MCA and SEBI Circulars, the Bank will be providing live webcast of proceedings of the AGM. The Members will be able to view the proceedings on Central Depository Services (India) Limited ("**CDSL**") e-Voting website at www.cdslindia.com. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction on account of first come first served basis. The facility will not be closed earlier than 30 minutes after scheduled time.

5. JOINT HOLDERS

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Bank will be entitled to vote during the AGM.

6. INSPECTION OF DOCUMENTS

All documents which are relevant and in supportive to the resolutions referred to in this Notice, requiring the approval of the members at the meeting shall be made available for inspection by the members at the Registered Office of the Bank, in physical form, on all working days between 10 a.m. IST and 2 p.m. IST and on September 27, 2022, up to the conclusion of the Annual General Meeting. These documents are also available for inspection in electronic form till the conclusion of Annual General Meeting.

7. INFORMATION ON FINANCIAL STATEMENTS AND OTHER MATTERS

Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Bank on or before September 24, 2022, through email on investor@csb.co.in and the same will be replied by the Bank suitably.

8. EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business to be transacted at the meeting is annexed hereto.

9. DISCLOSURES ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

The relevant details with respect to Item Nos. 2,4, and 5 pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed hereto.

10. CERTIFICATE FROM AUDITORS IN TERMS OF SEBI (SBEB & SE) REGULATIONS, 2021

The certificate from the Secretarial Auditors of the Bank certifying that the CSB Employees Stock Option Scheme 2019 are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and in accordance with the resolutions passed by the Members of the Bank, will be available for inspection by the members in terms of the said regulations.

11. BOOK CLOSURE

The Register of Members and Share Transfer Books of the Bank will remain closed from September 21, 2022 to September 27, 2022 (both days inclusive).

12. TRANSFER OF UNPAID/UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

- a) All dividends remaining unclaimed/unpaid upto and including for the financial year 1993-94 have been transferred to the General Revenue Account of the Central Government. Any claim in respect of such transferred dividends may be made to Registrar of Companies, Kerala, Company Law Bhavan, Bharata Mata College P.O., Kochi-682021.
- b) Unpaid/unclaimed dividends for the financial years 1994-95 to 2013-14 have been transferred to Investor Education and

Protection Fund (IEPF). It may be noted that no claim shall lie against the Bank u/s 124(6) of the Act for unpaid/unclaimed dividends once such dividends have been transferred to such Fund. Kindly note that the Bank hasn't declared any dividend for the Financial Year 2009-10 and thereafter, since the Financial Year 2014-15 till the financial year 2021-22.

13. TRANSFER OF SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Members may please note that in terms of the provisions of the Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended) and other applicable rules, notifications and circulars, if any, every company is required to transfer the shares, in respect of which dividend remains unpaid / unclaimed for a period of seven (7) consecutive years, to the demat account of the Investor Education and Protection Fund (IEPF) Authority. The members/ claimants whose shares, unclaimed dividend, etc., have been transferred to IEPF authority may claim the shares or apply for refund by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For more details, members may refer to Corporate Governance Report which is part of Annual Report 2021-22.

14. FACILITY FOR NOMINATION

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. **SH-13**. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form **ISR-3** or **SH-14** as the case may be. The said form can be downloaded from the Bank's website www.csb.co.in under the head 'Investor Relations'. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Bank/Registrar and Share Transfer Agents in case the shares are held in physical form.

15. CONSOLIDATION OF FOLIOS

Members holding more than one folio for the same set of names may please write to the Registrar & Share Transfer Agents of the Bank viz. Link Intime India Pvt. Ltd., so that their holdings can be consolidated into one folio. Requests for consolidation of share certificates shall be processed only in dematerialized form.

16. INVESTOR'S SERVICE REQUEST

Link Intime India Pvt. Ltd. is the Registrar & Share Transfer Agent (**RTA**) of the Bank. The shareholders holding shares in physical form are requested to notify changes in their address along with PINCODE with the Registrar & Share Transfer Agents or with the Bank in the following address:

Link Intime India Pvt. Ltd., Surya 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028. Tel : 0422 – 2314 792, 2315 792 Fax: 022-49186060 Email : coimbatore@linkintime.co.in	The Company Secretary, CSB Bank Limited, “CSB Bhavan”, P. B. No. 502, St. Mary's College Road, Thrissur – 680 020. Tel: 0487 – 2333020 Fax: 0487 2338764 E-mail: investors@csb.co.in
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Any other communication/correspondence with regard to equity shares and dividends of earlier years may also be forwarded to RTA/Bank. However, if the shares are held in dematerialised form, the beneficial owners have to intimate about any change in Bank account details, address for communication and nomination only to the Depository Participant concerned and not directly to the Bank or to RTA.

17. UPDATION OF KYC – PHYSICAL SHAREHOLDERS

SEBI vide Circular SEBI/HO/MIRSD_RTAMB/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 prescribed for Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC and nomination by shareholders who are holding shares in physical form. Subsequently, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated that any form of service request of the shareholders shall be processed only after the folio is KYC Compliant with effect from the date of the Circular. Hence, all holders of physical securities in the Bank shall mandatorily comply with the above referred SEBI circular and confirm that their folio is KYC Compliant by furnishing /updating with PAN, Nomination, Address, Mobile Number, E-Mail Address, Bank Account details and Specimen Signature by submitting prescribed Forms viz., ISR-1, ISR-2, SH-13, etc., as the case may be, to the Bank or the RTA.

Bank vide letter dated January 31, 2022, advised all the shareholders holding shares in physical form to furnish/update the above details by submitting duly filled prescribed Forms to Bank's Registrar & Share Transfer Agent ("**RTA**") to avoid freezing of their folios with effect from April 1, 2023. Specimen copy of letter and prescribed forms for updating KYC and Nomination is available on the Bank's website at <https://www.csb.co.in>

Please note that if any one of the cited documents / details are not available in any folios, such folio will be frozen by the RTA on or after April 01, 2023 in terms of said circulars and such folio shall be marked to normal status only on receipt of all the aforesaid documents or dematerialisation of all the securities in such folios.

Shareholders who are holding shares in Demat form may contact their Depository Participant (DP) where the Demat account is maintained to furnish/update their PAN, Nomination, Address, Mobile Number, E-Mail Address, Bank Account details and Specimen Signature.

18. ISSUE OF SECURITIES IN DEMATERIALIZED FORM

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

As per the said circular, the RTA will issue letter of confirmation after processing any of the above said service request received from the shareholders and the shareholders within the period of 120 days from the date of issue of letter of confirmation, shall make a request to DP for dematerialising the said underlying shares as mentioned in the letter of confirmation.

Accordingly, members are requested to make service requests by submitting duly filled and signed Form ISR-4 with RTA, the format of which is available on the Bank's website at www.csb.co.in and on the website of the Bank's Registrar and Transfer Agents, Link Intime India Private Limited at www.linkintime.co.in It may be noted that any service request can be processed only after the folio is KYC Compliant as advised in point no.17 of the Notes.

19. REQUEST FOR TRANSMISSION AND TRANSPOSITION

As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in

dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Bank or the Bank's Registrar and Share Transfer Agents for assistance in this regard.

20. GREEN INITIATIVE

In terms of Rule 18 of the Companies (Management & Administration) Rules, 2014, a Company may give notice through electronic mode, addressing to the persons entitled to receive such e-mail as per the records of the company or as maintained by the depository, provided that the company shall give an advance opportunity at least once in a financial year, to the member to register his e-mail address and change therein and such request may be made by only those members who have not got their email address recorded or to update a fresh email address.

In view of the above, the Bank hereby requests members who have not updated their e-mail address to update the same with their respective Depository Participant(s) or with Link Intime India Pvt. Ltd., Registrar & Share Transfer Agents of the Bank. Further, members holding shares in electronic mode are also requested to keep their e-mail addresses updated with the Depository Participant(s) of the Bank. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Bank/RTA quoting their folio number(s) and the e-mail address registration form can be downloaded from the Bank's website www.csb.co.in under the head 'Investor Relations → Forms'.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Bank/ Depositories, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2021-22 will also be available on the Bank's website www.csb.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com

21. REGISTRATION OF E-MAIL ADDRESSES

In support of the "Green Initiative", members who have not yet registered their email address are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Bank/RTA in case the shares are held by them in physical form.

22. REGISTRATION OF E-MAIL ADDRESSES WITH RTA TO RECEIVE NOTICE AND ANNUAL REPORT

To facilitate shareholders to cast their votes as well as receive this Notice and Annual Report 2021-22 electronically, the Bank has made special arrangement with its Registrar and Share Transfer Agent, Link Intime India Private Limited for registration of e-mail addresses. Eligible members whose e-mail addresses are not registered with the Bank/ DPs are required to provide the same to Link Intime India Private Limited.

Step-1	Visit the link: https://web.linkintime.co.in/EmailReg/Email_Register.html
Step-2	Select the Name of the Company from dropdown: CSB Bank Limited
Step-3	Enter DP and Client ID (if shares held in electronic form)/Folio number (if shares held in physical form) and Permanent Account Number ("PAN"). In the event PAN details are not registered for physical folio, Member to enter one of the Share Certificate number.
Step-4	Enter Mobile number and e-mail address and click on "Continue" button
Step-5	System will send One Time Password ("OTP") on Mobile and E-mail address
Step-6	Upload self-attested copy of PAN card and address proof viz. Aadhar Card or Passport along with front and back side of share certificate in case of physical folio.
Step-7	Enter OTP received on mobile and e-mail address.
Step-8	Click Submit button
Step-9	System will then confirm the recording of the e-mail address for receiving this AGM Notice.
After successful submission of the e-mail address with RTA, Bank/RTA will e-mail a copy of this AGM. In case of any queries, Members may write to coimbatore@linkintime.co.in or helpdesk.evoting@cdslindia.com	

23. QUORUM

Members attending the AGM through VC / OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Act.

24. REMOTE E-VOTING

In terms of Regulation 44 of Listing Regulations and Section 108 of the Act read with the Companies (Management & Administration) Rules, 2014 as amended, the Bank is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, Tuesday, September 20, 2022, to exercise their rights to vote by electronic means (the 'Remote e-voting') on any or all of the business specified in the accompanying notice. For this purpose, the Bank has entered into an agreement with Central Depository Services (India) Limited (**CDSL**) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by CDSL. Details of the process and manner of Remote e-voting are being sent to all the Members along with the Notice. **Any person who is not a Member as on the Cut-off date or becomes a member post the Cut-off date should treat this Notice for information purpose only.**

25. RIGHT TO CAST VOTE DURING THE MEETING

The Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

26. ROUTE MAP

Since the AGM will be held through VC / OAVM as mentioned in Point no.1, the requirement of annexing the Route Map is not needed.

27. SCRUTINIZER

The Board of Directors has appointed Mr. P.D Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi, as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

28. PROCESS FOR DECLARATION OF E-VOTING RESULTS

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and on completion of scrutiny, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman/Managing Director & CEO of the Bank, or such person as authorised, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

29. MANNER OF REPORTING OF E-VOTING RESULTS

The results declared along with the report of the Scrutinizer shall be placed on the website of the Bank www.csb.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com, immediately after the declaration of result by the Chairman.

30. CUT OFF DATE FOR ELIGIBILITY TO CAST VOTE

The remote e-voting period begins on Friday, September 23, 2022 at 09:00 a.m. IST and ends on Monday, September 26, 2022 at 5.00 p.m. IST. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Bank as on the cut-off date, being Tuesday, September 20, 2022.

31. INSTRUCTIONS FOR E-VOTING AND JOINING VIRTUAL MEETING:

Step 1:	Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2:	Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.





In order to increase the efficiency of the voting process, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1	ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.
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In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. 1800 1020 990 and 1800 22 44 30

STEP 2

ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- A. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID

- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Bank.
4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. **If you are a first-time user follow the steps given below:**

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Bank/Depository Participant are requested to use the sequence number sent by Bank/RTA or contact Bank/RTA.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Bank records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Bank, please enter the member id / folio number in the Dividend Bank details field.

- B. After entering these details appropriately, click on "SUBMIT" tab.
- C. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- D. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- E. Click on the Electronic Voting Sequence Number (**EVSN**) for the **CSB BANK LIMITED** on which you choose to vote.
- F. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- G. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- H. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- I. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- J. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- K. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- L. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- M. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Bank at the email address viz. investors@csb.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

32. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Bank will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance by mentioning their name, demat account number/folio number, email id, mobile number to csbagmspeakers@csb.co.in from Tuesday, September 20, 2022 (09:00 a.m IST) to Saturday, September 24, 2022 (05:00 p.m IST).
- viii. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till Saturday, September 24, 2022 (05:00 p.m. IST) by mentioning their name, demat account number/folio number, email id, mobile number at board@csb.co.in. These queries will be replied to by the Bank suitably by e-mail.
- ix. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- x. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- xi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Bank and becomes a Member of the Bank after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/ she can use his/her existing User ID and Password for casting the vote.
- xii. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Bank and becomes a Member of the Bank after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned above as under **"ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE."**
- xiii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have

not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

33. PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- i. **For Physical shareholders** – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to Bank at investors@csb.co.in /RTA e-mail id at coimbatore@linkintime.co.in
- ii. **For Demat shareholders** – Please update your e-mail id & mobile number with your respective Depository Participant (DP).
- iii. **For Individual Demat shareholders** – Please update your e-mail id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

34. RESULT OF E-VOTING

The Board of Directors has appointed Mr. P.D. Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting as per the procedure laid down in the Companies (Management and Administration) Rules, 2014 (as amended). On completion of the scrutiny, the Scrutinizer will submit his report to the Chairman of the meeting/ Managing Director & CEO of the Bank, or such person as authorised, who shall counter sign the same. The Results on above

resolutions shall be declared within two working days from the date of conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Bank www.csb.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com, immediately after the declaration of result by the Chairman.

By Order of the Board
For CSB Bank Limited,

Sd/-

Place: Thrissur
Date: September 03, 2022

(Sijo Varghese)
Company Secretary

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

The following statements set out all material facts relating to certain ordinary business and the special business mentioned in the accompanying notice:

Item No.3

Fixation of remuneration of the Joint Statutory Auditors

The Members of the Bank in the Annual General Meeting held on August 12, 2021 while approving the appointment of B S R & CO. LLP, Chartered Accountants, Mumbai-400011, Firm Regn. Number: 101248W/W- 100022 for a period of two (2) years together with Mukund M. Chitale & Co, Chartered Accountants, Mumbai – 400057, Firm Registration Number : 106655W for a period of three (3) years as the Joint Statutory Auditors of the Bank, to hold office from the conclusion of 100th Annual General Meeting till the conclusion of the 102nd and 103rd Annual General Meetings of the Bank respectively, subject to the specific approval of Reserve Bank of India (“RBI”) for each year during their tenure in terms of Section 30(1A) of the Banking Regulation Act, 1949, also approved the remuneration of Rs. 1,70,00,000/- (Rupees One Crore Seventy Lakhs only) for the financial year 2021-22.

Bank received approval of RBI in terms of Section 30(1A) of the Banking Regulation Act, 1949, for appointment of B S R & Co. LLP, Chartered Accountants, Mumbai and Mukund M. Chitale & Co, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Bank for financial year 2022-23 for their third year and second year, respectively.

In terms of section 142 of the Companies Act, 2013 (the “Act”) read with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the remuneration of the auditors shall be fixed at the general meeting or in such manner as may be determined thereon.

The Audit Committee and Board of Directors recommends the resolution in relation to fixation of remuneration/ fees of the auditors as set out in item No. 3 of the notice for approval of the Members by way of an Ordinary Resolution, with authority to the Board, including that of Audit Committee of the Board, to decide and allocate the overall audit fees not exceeding Rs.1,91,00,000/- (Rupees One Crore Ninety One Lakhs only) between B S R & CO LLP, Chartered Accountants and Mukund M Chitale & Co., Chartered Accountants, as may be mutually agreed between the Bank and the said joint Statutory Auditors, depending upon their respective scope of work, in addition to outlays and taxes as applicable.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are directly or indirectly concerned or interested, financially or otherwise, in the

resolutions set out at Item No. 3 of the notice.

Item No.4

Approve the appointment of Ms. Bhama Krishnamurthy (DIN: 02196839) as the Part-Time Chairperson of the Bank and the terms of appointment

The tenure of appointment of Mr. Madhavan Aravamuthan, Non-Executive, Independent Director as the Part-time Chairman of the Bank, had to expire on close of business hours of June 28, 2022. The Nomination and Remuneration Committee (the “Committee”) of Directors of CSB Bank Limited (the “Bank”) at its meeting held on June 24, 2022, considered the above and as part of the succession planning for the position, recommended the appointment of Ms. Bhama Krishnamurthy, Non-Executive, Independent Director, as the Part-time Chairperson of the Bank, for a period with effect from date of approval of Reserve Bank of India (“RBI”) up to September 28, 2024 (both days inclusive) which is coterminous with her remaining term of appointment as Independent Director of the Bank and the terms and conditions relating to the said appointment, including remuneration payable to Ms. Bhama Krishnamurthy, for the position as the Part-time Chairperson of the Bank and recommended the same for the approval of the Board of Directors (the “Board”) of the Bank.

Pursuant to the said recommendation, the Board at its meeting held on June 24, 2022, had approved to appoint Ms. Bhama Krishnamurthy, Non-Executive, Independent Director, as the Part-time Chairperson of the Bank and the terms and conditions in respect thereof, including remuneration as recommended by the Committee, more particularly set out in Item No. 4 of this Notice, subject to the approval of RBI and the Members of the Bank.

Ms. Bhama Krishnamurthy has been on the Board of the Bank since September 03, 2018, as an Independent Director and her current term as Independent Director is up to September 28, 2024.

The Bank received declaration from Ms. Bhama Krishnamurthy that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013 (the “Act”) and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as applicable, and further, that she is not disqualified from being appointed as a Director of the Bank in terms of Section 164 of the Act. The Board reviewed and confirmed that Ms. Bhama Krishnamurthy is a fit and proper person to be appointed as a director of the Bank and as the Part-time Chairperson of the Bank in terms of RBI's Circular on ‘Fit and proper’ criteria for appointment of directors in the banks and other relevant RBI circulars, the Act, Rules made thereunder and Listing Regulations.

The Board of Directors of the Bank, on the basis of

recommendation of the Nomination and Remuneration Committee, have reviewed the profile of Ms. Bhama Krishnamurthy and the declarations and found that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 and Schedule IV of the Act and under Regulation 16(1)(b) of the Listing Regulations, as amended and the Board is of the opinion that she fulfils the conditions specified in the Act and Rules made thereunder for such an appointment and she fulfils the criteria of independence and is independent of the Management. Further Ms. Bhama Krishnamurthy is not disqualified from being appointed as a Director, in terms of Section 164 of the Act. In the opinion of the Board, she fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, the Listing Regulations, the Banking Regulation Act, 1949 and the Guidelines issued by the RBI, in this regard, from time to time and she is a person of integrity.

During the said tenure, Ms. Bhama Krishnamurthy shall not be liable to retire by rotation, in terms of the provisions of Section 149(13) of the Act.

Ms. Bhama Krishnamurthy is not debarred from holding the office of director by virtue of any order by SEBI or any other authority.

Ms. Bhama Krishnamurthy has the requisite qualification, skills, experience and expertise in specific functional areas, viz. Banking, Small Scale Industry, Human Resources and Risk Management. Ms. Bhama Krishnamurthy's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Ms. Bhama Krishnamurthy having the requisite experience/ expertise required under Section 10A(2) of the Banking Regulation Act, 1949 and the Listing Regulations.

Additional information in respect of Ms. Bhama Krishnamurthy, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

The Nomination and Remuneration Committee of the Board and Board of Directors recommend the resolution in relation to the appointment of Ms. Bhama Krishnamurthy as the Part-time Chairperson of the Bank and also the terms and conditions of her appointment as set out in Item No. 4 of the notice for approval of the Members by way of an Ordinary Resolution.

Except Ms. Bhama Krishnamurthy or her relatives, none of the Directors and Key Managerial Personnel of the Bank and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this notice.

Item No.5

Approve the appointment of Mr. Pralay Mondal (DIN: 00117994) Deputy Managing Director as Interim Managing Director & CEO of the Bank for the period from April 1, 2022 till September 30, 2022 or till the appointment of a regular Managing Director & CEO in the Bank, whichever is earlier

The Board of Directors of the Bank in their meeting held on March 8, 2022, having considered the requirement of an interim arrangement in the Bank post March 31, 2022, in the context of decision of Mr. C. VR. Rajendran, the then Managing Director & CEO to take early retirement from the position with effect from the close of business hours on March 31, 2022 due to health reasons, subject to the receipt of approval of Reserve Bank of India ("RBI"), appointed Mr. Pralay Mondal, Deputy Managing Director as interim Managing Director & CEO of the Bank, with effect from April 1, 2022. The Bank had received approval from RBI for the appointment vide letter dated March 23, 2022 and the said approval was for a period of three months with effect from April 1, 2022, or till the date of appointment of regular Managing Director & CEO in the Bank, whichever is earlier.

A further application was made to RBI for seeking extension of the term of Mr. Pralay Mondal as an interim Managing Director & CEO for a further period of three months with effect from July 1, 2022 or till the appointment of a regular Managing Director & CEO in the Bank, whichever is earlier, for the purpose of a continued interim arrangement in the Bank in the absence of regular Managing Director & CEO in the Bank. The Bank received approval for the same from RBI vide its letter dated June 29, 2022.

Nomination and Remuneration Committee and the Board have not recommended a specific remuneration to Mr. Pralay Mondal for the position of the interim Managing Director & CEO of the Bank, hence the terms and conditions of his appointment for the position of Deputy Managing Director including those relating to remuneration as approved by the shareholders at the Annual General Meeting of the Bank held on August 12, 2021 which is subject to the approval of RBI is applicable for and remains the same for the position of the interim Managing Director & CEO as well.

Mr. Pralay Mondal was holding the position as Deputy Managing Director of the Bank for a period of three years from February 17, 2022 up to February 16, 2025 as per approval received from the RBI vide letter dated February 17, 2022.

Mr. Pralay Mondal has the requisite qualification, skills, experience and expertise in specific matters in terms of section 10A of the Banking Regulation Act, 1949, which are beneficial to the Bank.

Mr. Pralay Mondal's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in

particular, on account of Mr. Pralay Mondal having the requisite experience/ expertise required under Section 10A(2) of the Banking Regulation Act, 1949.

Mr. Pralay Mondal is not debarred from holding the office of director by virtue of any SEBI order or any Regulatory/ Statutory/any other Authority.

Additional information in respect of Mr. Pralay Mondal, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at **Annexure A** to this Notice.

Pursuant to the provisions of the Articles of Association (the "**Articles**") of the Bank read with Section 196 and other applicable provisions, if any, of the Act, payment of remuneration to the Whole Time Directors requires approval of the Members in the General Meeting, though no specific remuneration was paid for the position of the Interim MD & CEO and the remuneration recommended is the same of the position for the Deputy Managing Director. Accordingly, it is proposed to seek the approval of the Members of the Bank for appointment of Mr. Pralay Mondal as interim Managing Director & CEO for the period from April 1, 2022 till September 30, 2022 or till the appointment of a regular Managing Director & CEO in the Bank, whichever is earlier and the terms of his appointment, hence the Board of Directors recommends the resolution as set out in Item No. 5 of the notice, for approval of the Members by way of an Ordinary Resolution.

Except Mr. Pralay Mondal or his relatives, none of the Directors or Key Managerial Personnel of the Bank and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this notice.

By Order of the Board
For CSB Bank Limited,

Sd/-

Place: Thrissur
Date: September 03, 2022

(Sijo Varghese)
Company Secretary

ANNEXURE – A

Additional information on Directors seeking appointment/re-appointment and/or for whom payment of remuneration is being sought for, in the Annual General Meeting scheduled on September 27, 2022, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) on General Meeting, issued by the Institute of Company Secretaries of India.

1. Mr. Sumit Maheshwari (DIN: 06920646)

Name	Mr. Sumit Maheshwari (DIN: 06920646)					
Date of Birth/Age	November 27, 1982	39 years				
Nationality	Indian					
Educational Qualification	Member of the Institute of Chartered Accountants of India (ICAI), Masters Degree in Commerce and Business Administration					
Nature of expertise in specific functional areas	Finance, Accountancy and Business Management					
Date of first appointment on Board	September 3, 2018					
Brief resume including Experience	<p>Mr. Sumit Maheshwari is a Non – Executive Director of the Bank and has been associated with the Bank since September 3, 2018.</p> <p>He is a qualified Chartered Accountant, has completed the Post Graduate Programme in Management from the Indian School of Business, Hyderabad, and holds Masters Degree in Commerce from the University of Mumbai.</p> <p>Mr. Maheshwari joined Fairbridge Capital in 2011 and has been the Managing Director of Fairbridge Capital since May 2018. Mr. Maheshwari is responsible to source, evaluate, negotiate, execute and exit investment opportunities. He is also responsible to monitor the portfolio companies. Mr. Maheshwari has been involved in the investments of Bangalore Airport, Sanmar Group, CSB Bank, Fairchem Organics, Seven Islands Shipping, Thomas Cook, Quess Corp and Sterling Holidays amongst others. Mr. Maheshwari serves on the board of directors of many of Fairfax's portfolio companies. Prior to joining Fairbridge Capital, Mr. Maheshwari worked with KPMG in India and the UK in their audit and accounting advisory functions. Mr. Maheshwari is a resident of Mumbai, Maharashtra, India.</p>					
Directorship held in other companies	<div><div>1.</div><div>National Commodities Management Services Limited</div></div> <div><div>2.</div><div>Sterling Holiday Resorts Limited</div></div> <div><div>3.</div><div>Bangalore International Airport Limited</div></div> <div><div>4.</div><div>Thomas Cook (India) Limited</div></div> <div><div>5.</div><div>Seven Islands Shipping Limited</div></div> <div><div>6.</div><div>Anchorage Infrastructure Investments Holdings Limited</div></div> <div><div>7.</div><div>Fairchem Organics Limited</div></div> <div><div>8.</div><div>Fairbridge Capital Private Limited</div></div> <div><div>9.</div><div>Saurashtra Freight Private Limited</div></div> <div><div>10.</div><div>Fairfreight Lines Private Limited</div></div> <div><div>11.</div><div>Maxop Engineering Company Private Limited</div></div> <div><div>12.</div><div>Jaynix Engineering Private Limited</div></div>					
Listed entities from which the director has resigned in the past three years	<table><tr><td>Name of the Company</td><td>Date of resignation</td></tr><tr><td>Privi Speciality Chemicals Limited (formerly known as Fairchem Speciality Limited)</td><td>29.04.2021</td></tr></table>		Name of the Company	Date of resignation	Privi Speciality Chemicals Limited (formerly known as Fairchem Speciality Limited)	29.04.2021
Name of the Company	Date of resignation					
Privi Speciality Chemicals Limited (formerly known as Fairchem Speciality Limited)	29.04.2021					
No. of shares held in the Bank or on a beneficial ownership basis	NIL					
Details of remuneration last drawn	Bank is not paying sitting fee for attending the Board and Committee Meetings.					

Relationships between directors inter-se, Manager and other Key Managerial Personnel of the Bank	No relationship per se.	
Number of Board Meetings attended during the FY 2021-22	Number of meetings held	16
	Number of meetings attended	16
Details of membership in the Committees of the Board of the Bank	Management Committee	Member
	Committee for monitoring large value frauds	Member
	Corporate Social Responsibility Committee	Member
	IT Strategy Committee	Member
Details of Membership/ Chairmanship in the Committees of the Board of the other Companies	National Commodities Management Services Limited	
	Corporate Social Responsibility Committee	Member
	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Fairchem Organics Limited	
	Nomination and Remuneration Committee	Member
	Risk Management Committee	Member
	Audit Committee	Member
	Corporate Social Responsibility Committee	Member
	Saurashtra Freight Limited	
	Governance Committee	Member
	Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member
	Thomas Cook India Limited	
	Audit Committee	Member
	Corporate Social Responsibility Committee	Member
	Sterling Holiday Resorts Limited	
	Audit Committee	Member
	Bangalore International Airport Limited	
	Corporate Social Responsibility Committee	Member
	Management Committee	Member
	Audit Committee	Invitee
	Fairbridge Capital Private Limited	
	Corporate Social Responsibility Committee	Chairman
	Seven Islands Shipping Limited	
	IPO Committee	Member

Details of Membership/Chairmanship in the Committees of the Board of the other Companies	Fairfreight Lines Private Limited	
	Corporate Social Responsibility Committee	Member
	Maxop Engineering Company Private Limited	
	Corporate Social Responsibility Committee	Member
	Jaynix Engineering Private Limited	
	Audit Committee	Member
	Corporate Social Responsibility Committee	Member
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	Mr. Sumit Maheshwari is a Director proposed to be reappointed as per section 152(6) of the Companies Act, 2013 and hence, liable to retire by rotation.	
	Being a Non-Executive Director, he is entitled for sitting fee for attending the Board and Committee meetings as per the Article 136(a) of the Articles of Association of the Bank and section 197 (5) of the Companies Act, 2013 read with the rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. However, Bank is not paying sitting fee for attending the Board and Committee meetings.	

2. Ms. Bhama Krishnamurthy (DIN: 02196839)

Name	Ms. Bhama Krishnamurthy (DIN: 02196839)	
Date of Birth/Age	December 19, 1954	67 years
Nationality	Indian	
Educational Qualification	Masters Degree in Science	
Nature of expertise in specific functional areas	Banking, Human Resource, Risk Management and Small Scale Industry	
Date of first appointment on Board	September 3, 2018	
Brief resume including Experience	<p>Ms. Bhama Krishnamurthy is an Independent Director of the Bank and has been associated with the Bank since September 3, 2018.</p> <p>Ms. Bhama Krishnamurthy is a seasoned banker with a sparkling career spanning over 35 years in IDBI (presently IDBI Bank) and SIDBI, an Apex Development Bank for MSMEs in India covering almost all areas of development banking operations, viz., Resource Raising and Management (Rupee and Forex), Integrated Treasury operations, Credit Dispensation and Management, Risk Management, Management of Associates and Subsidiaries, etc. not only from policy perspectives but implementation aspects, besides direct credit functions including as Head of Branch operations and member of various credit committees. She has also handled Human Resources Development division covering recruitment, training and promotion aspects. She retired as Country Head and Chief General Manager from SIDBI in December 2014. She has also served on the Boards of several companies venture funds and CIBIL as Nominee of SIDBI. Ms. Bhama Krishnamurthy was instrumental in bringing about several policy changes in various State Financial Corporations, while serving on the Boards, as nominee of SIDBI.</p>	

Directorship held in other companies	1. Reliance Industrial Infrastructure Limited; 2. Network18 Media & Investments Limited; 3. Five-Star Business Finance Limited; 4. Cholamandalam Investment and Finance Company Limited; 5. Muthoot Microfin Limited; 6. Thirumalai Chemicals Limited; 7. e-Eighteen.com Limited; 8. Poonawalla Housing Finance Limited	
Listed entities from which the director has resigned in the past three years		
	Name of the Company	Date of resignation
	Poonawalla Fincorp Limited	12.01.2022
	Paisalo Digital Limited	03.03.2020
No. of shares held in the Bank or on a beneficial ownership basis	NIL	
Details of remuneration last drawn	As Independent Director	Sitting fee of Rs. 22,20,000/- for attending Board and Committee meetings for the FY 2021-22
	As Chairperson	Not Applicable
Relationships between directors inter-se, Manager and other Key Managerial Personnel of the Bank	No relationship per se.	
Number of Board Meetings attended during the FY 2021-22	Number of meetings held	16
	Number of meetings attended	16
Details of membership in the Committees of the Board of the Bank	Credit Committee	Member
	Risk Management Committee	Member
	Nomination & Remuneration Committee	Chairperson
	Committee for monitoring Large Value Frauds	Member
	Corporate Social Responsibility Committee	Chairperson
Details of Membership/ Chairmanship in the Committees of the Board of the other Companies	Reliance Industrial Infrastructure Limited	
	Audit Committee	Member
	Nomination & Remuneration Committee	Member
	Risk Management Committee	Member
	Corporate Social Responsibility Committee	Member
	Network18 Media & Investments Limited	
	Audit Committee	Member
	Cholamandalam Investment and Finance Company Limited	
	Audit Committee	Member
Corporate Social Responsibility Committee	Member	

Details of Membership/ Chairmanship in the Committees of the Board of the other Companies	Risk Management Committee	Member
	Muthoot Microfin Limited	
	Audit Committee	Member
	Nomination & Remuneration Committee	Member
	Five-Star Business Finance Limited	
	Audit Committee	Member
	Corporate Social Responsibility Committee	Member
	Nomination & Remuneration Committee	Chairperson
	Risk Management Committee	Member
	Poonawalla Housing Finance Limited	
	Audit Committee	Chairperson
	Nomination & Remuneration Committee	Member
	Asset Liability Management Committee	Member
	Risk Management Committee	Chairperson
	IT Strategy Committee	Member
	Corporate Social Responsibility Committee	Member
	Management Committee	Member
	Review Committee	Member
	Thirumalai Chemicals Limited	
	Audit Committee	Member
	Investment, Finance and Banking Committee	Member
	Corporate Social Responsibility Committee	Member
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	Detailed in the Resolution no. 4 of the notice of the Annual General Meeting.	

3. Mr. Pralay Mondal (DIN: 00117994)

Name	Mr. Pralay Mondal (DIN: 00117994)	
Date of Birth/Age	October 17, 1965	56 years
Nationality	Indian	
Educational Qualification	Electrical Engg. (Hons.) – IIT Kharagpur PGDBM, Specialised in Marketing – IIM Calcutta	
Nature of expertise in specific functional areas	Banking	
Date of first appointment on Board	February 17, 2022	

Brief resume including Experience	<p>Mr. Pralay Mondal was appointed as the Deputy Managing Director of the Bank with effect from February 17, 2022. Subsequently, he was appointed as Managing Director & CEO (Interim) of the Bank with effect from April 1, 2022. His first appointment in the Bank was as President (Retail, SME, Operations and IT) since September 23, 2020 till February 16, 2022 .</p> <p>At the Bank in last 2 years, Mr. Pralay Mondal has been working on enhancing the Retail Franchise distribution and branches, while building future ready technology platform, with larger focus on digital initiatives with special drive on automation and centralisation of processes for consistent delivery within defined timelines. Mr. Pralay Mondal has also been creating experienced human capital to focus on specialised scalable new products and business, getting robust and predictable operational processes and building stronger credit verticals and policies to ensure independence of credit to help building scaled quality retail and future ready SME Franchise.</p> <p>Mr. Pralay is an Engineer from IIT, Kharagpur and a Management graduate from IIM, Calcutta.</p> <p>Prior to joining CSB Bank, Mr. Pralay was Executive Director & Head of Retail Banking at Axis Bank. He has around 30 years of banking experience across multiple business and functions including retail assets, retail liabilities, business banking, products and technology. Before joining Axis Bank, Mr. Pralay was the Senior Group President and Head of Retail and Business Banking at Yes Bank. He was instrumental in setting up the entire retail franchise in that bank in a short period of time. At Yes Bank, Mr. Pralay used to frequently meet the Investors and Analysts and have been part of the core group engaging with relevant people in India and overseas to represent the bank for raising capital. Prior to that he had a successful 12 years stint at HDFC Bank and was earlier associated with Standard Chartered Bank, Wipro InfoTech and Colgate Palmolive. Mr. Pralay's achievements include pioneering efforts in doorstep banking and direct sales, creating deep geography distribution, and building and scaling up of retail businesses. He is also credited with building capital market, wealth management, private banking, NBFC, credit cards, payments and digital businesses, from scratch.</p>								
Directorship held in other companies	NIL								
Listed entities from which the director has resigned in the past three years	<table> <tr> <th data-bbox="606 1424 997 1462">Name of the Company</th><th data-bbox="997 1424 1436 1462">Date of resignation</th></tr> <tr> <td data-bbox="606 1462 997 1500">Axis Bank Limited</td><td data-bbox="997 1462 1436 1500">15.09.2020</td></tr> </table>	Name of the Company	Date of resignation	Axis Bank Limited	15.09.2020				
Name of the Company	Date of resignation								
Axis Bank Limited	15.09.2020								
No. of shares held in the Bank or on a beneficial ownership basis	NIL								
Details of remuneration last drawn	Not applicable.								
Relationships between directors inter-se, Manager and other Key Managerial Personnel of the Bank	No relationship per se.								
Number of Board Meetings attended during the FY 2021-22*	3								
Details of membership in the Committees of the Board of the Bank	<table> <tr> <td data-bbox="606 1812 997 1850">Management Committee</td><td data-bbox="997 1812 1436 1850">Chairman</td></tr> <tr> <td data-bbox="606 1850 997 1888">Credit Committee</td><td data-bbox="997 1850 1436 1888">Member</td></tr> <tr> <td data-bbox="606 1888 997 1926">Risk Management Committee</td><td data-bbox="997 1888 1436 1926">Member</td></tr> <tr> <td data-bbox="606 1926 997 1964">NPA Management Committee</td><td data-bbox="997 1926 1436 1964">Special Invitee</td></tr> </table>	Management Committee	Chairman	Credit Committee	Member	Risk Management Committee	Member	NPA Management Committee	Special Invitee
Management Committee	Chairman								
Credit Committee	Member								
Risk Management Committee	Member								
NPA Management Committee	Special Invitee								

Details of membership in the Committees of the Board of the Bank	Stakeholders Relationship Committee	Member
	Committee for monitoring large value frauds	Member
	Customer Service Committee	Member
	Corporate Social Responsibility Committee	Member
	IT Strategy Committee	Member
Details of Membership/ Chairmanship in the Committees of the Board of the other Companies	NIL	
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	Detailed in the Explanatory Statement to Item No. (5) of the notice of the Annual General Meeting.	

*Only 5 (five) board meetings were held since the date of his appointment.

CONCISE AGM PROGRAMME INFORMATION

SL. NO.	EVENTS	DETAILS										
1.	Day & Date of AGM	Tuesday, September 27, 2022										
2.	Time of AGM	11.00 a.m. IST										
3.	Cut-off date for eligibility to cast vote	Tuesday, September 20, 2022										
4.	Mode of AGM	Video Conferencing (VC) / Other Audio-Visual Means (OAVM)										
5.	Time for joining the live proceedings of the AGM	Members can join from 10.30 a.m. (IST) onwards on the date of the AGM										
6.	Link to join the AGM	www.evotingindia.com										
7.	Last date for receipt of queries on financial statements and other related matters	Saturday, September 24,2022										
8.	Contact person for technical assistance.	Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Email : helpdesk.evoting@cdslindia.com Toll free no. 1800 22 55 33										
SPEAKER REGISTRATION												
9.	E-mail address for Speaker Shareholder Registration	csbagmspeakers@csb.co.in										
10.	Date of Commencement of registration period	Tuesday, September 20, 2022, 09.00 a.m. IST										
11.	Date of Conclusion of registration period	Saturday, September 24, 2022, 05.00 p.m. IST										
12.	Details to be submitted for registration	Name, DP ID and Client ID/Folio number, PAN, email id and mobile number										
REMOTE E-VOTING DETAILS												
13.	Remote E-voting start date and time	Friday, September 23, 2022, 09.00 a.m. IST										
14.	Remote E-voting end date and time	Monday, September 26, 2022, 05.00 p.m IST										
15.	Remote E-voting website	www.evotingindia.com										
16.	Name of E-voting Service Provider	Central Depository Services (India) Limited (CDSL)										
17.	Name & Details of the Scrutinizer	Mr. P.D Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi.										
18.	E-mail ID of the Scrutinizer	scrutiniservoting@gmail.com										
RESULT OF E-VOTING												
19.	E- voting Results Declaration	Within two working days from the date of conclusion of the AGM										
20.	E-voting results available Websites	<table><tr><th>Websites of</th><th>Link</th></tr><tr><td>Bank</td><td>www.csb.co.in</td></tr><tr><td>NSE</td><td>www.nseindia.com</td></tr><tr><td>BSE</td><td>www.bseindia.com</td></tr><tr><td>CDSL</td><td>www.evotingindia.com</td></tr></table>	Websites of	Link	Bank	www.csb.co.in	NSE	www.nseindia.com	BSE	www.bseindia.com	CDSL	www.evotingindia.com
Websites of	Link											
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