

## Annexure- I

### **SUMMARY OF PROCEEDINGS OF THE 104<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CSB BANK LIMITED, HELD ON TUESDAY, AUGUST 26, 2025, AT 11:00 A.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”)**

Day and Date of the Meeting	:	Tuesday, August 26, 2025
Time of commencement of the Meeting	:	11:00 A.M. IST
Time of conclusion of the Meeting	:	12.15 P.M. IST
Chairperson	:	Mr. Biswamohan Mahapatra
Number of Shareholders attended the meeting	:	64

ATTENDEES		LOCATION OF JOINING
<b>DIRECTORS</b>		
1.	Mr. Biswamohan Mahapatra, Non-Executive Independent Chairperson	Bank's Andheri Office, Mumbai
2.	Mr. Pralay Mondal, Managing Director & CEO	Registered Office, Thrissur
3.	Mr. B.K. Divakara, Executive Director	Registered Office, Thrissur
4.	Mr. Madhavan Menon, Non-Executive Director	Dubai
5.	Mr. Sumit Maheshwari, Non-Executive Director	Fairbridge Capital Office, Mumbai
6.	Ms. Sharmila Abhay Karve, Independent Director, Chairperson of Audit Committee of the Board	Residence, Pune
7.	Mr. Sharad Kumar Saxena, Independent Director, Chairperson of Nomination & Remuneration Committee	Residence, Navi Mumbai
8.	Ms. Renu Kohli, Independent Director, Chairperson of Stakeholders Relationship Committee	Residence, Gurgaon
9.	Mr. Deepak Maheshwari, Independent Director	Residence, Mumbai
10.	Mr. D N Narasimha Raju, Independent Director	Residence, Bangalore
<b>KMP'S/SENIOR MANAGERIAL PERSONS</b>		
1.	Mr. Sijo Varghese, Company Secretary	Registered Office, Thrissur
<b>OTHER REPRESENTATIVES</b>		
1.	Mr. Sudhir N. Pillai, Partner, Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai, Statutory Auditors	Mumbai
2.	Mr. Varun R.S., Director, Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai, Statutory Auditors	Mumbai

3.	Mr. P Menakshi Sundaram, Sundaram & Srinivasan, Chartered Accountants, Chennai, Statutory Auditors	Chennai
4.	Mr. Ramkumar Sankar Sundaram & Srinivasan, Chartered Accountants, Chennai, Statutory Auditors	Chennai
5.	Mr. Sanjeev Sathyanarayanan Sundaram & Srinivasan, Chartered Accountants, Chennai, Statutory Auditors	Chennai
5.	Ms. Manisha Maheshwari, Partner Bhandari & Associates, Company Secretaries, Mumbai, Secretarial Auditors	Mumbai

Mr. Biswamohan Mahapatra chaired the meeting. The Chairperson informed that the 104<sup>th</sup> Annual General Meeting of the CSB Bank Limited (the “**Bank**”) is being held through Video Conferencing (“**VC**”) and other audio visual means (“**OAVM**”) without the physical presence of the Members at a common venue to transact the business as set out in the notice of the meeting in accordance with the provisions of the Companies Act, 2013, read with applicable circulars issued by the Ministry of Corporate Affairs (“**MCA**”) and Securities and Exchange Board of India (“**SEBI**”). He also informed that the Bank has taken the requisite steps to enable members to participate and vote on the items being considered at this AGM in terms of above said circulars and along with other provisions of the Companies Act, 2013 and the Rules made thereunder. Chairperson informed that all the directors of the Bank, except Mr. Sudhin Choksey, Independent Director, attended the meeting and further requested his colleagues to introduce themselves.

As the requisite quorum being present in terms of the circulars issued by MCA and Section 103 of the Companies Act, 2013, the Chairperson called the meeting to order. The Chairperson then welcomed all shareholders, auditors and other invitees joining over VC.

Mr. Sijo Varghese, Company Secretary, then provided general instruction to shareholders regarding participation of Shareholders at the meeting. He also informed that the Register of Directors and Key Managerial Personnel, the Register of contracts with related party and contracts and Bodies, etc., in which directors are interested, Certificate from 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, Statutory Auditors Report and Secretarial Audit Report have been made available electronically for inspection by the members during the AGM. It was also informed that as the AGM was held through video conference, the facility for appointment of proxies by the members is not allowed and hence there is no proxy register for inspection at the meeting.

Thereafter, the Chairperson delivered his speech followed by the speech of Mr. Pralay Mondal, Managing Director & CEO.

The Chairperson informed that, with the consent of the shareholders, the Notice dated July 23, 2025, convening the meeting, was taken as read.

The Company Secretary informed that the Joint Statutory Auditors, Walker Chandio & Co. LLP, Chartered Accountants, Mumbai, and Sundaram & Srinivasan, Chartered Accountants, Chennai, the Secretarial Auditors, Bhandari & Associates, Company Secretaries, Mumbai, have issued unqualified opinion in their respective audit reports for the financial year ended March 31, 2025 and there were no qualifications, observations or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Bank.

The Chairperson informed that the Bank had provided members, the facility to cast their vote electronically, on all resolutions set forth in the Notice. It was further informed that there would be no voting by show of hands.

Thereafter, the Chairperson took up the Agenda items mentioned in the Notice of the AGM in seriatim. With respect to item Nos. 5 & 6 in which the Chairperson was deemed to be interested, were taken up by Mr. Pralay Mondal, Managing Director & CEO of the Bank in terms of Article 98 (b) of the Articles of Association of the Bank. Shareholders were provided the facility to ask questions/express their views through VC/OAVM on the resolutions mentioned in the notice. Mr. Pralay Mondal, Managing Director & CEO of the Bank, responded to the queries raised by the members.

Thereafter, the members were informed that the e-voting facility shall remain open for 30 minutes from the conclusion of the meeting for those who have not casted their votes through remote e-voting. While explaining the voting procedure, the Chairperson informed that the Bank had appointed Mr. P.D. Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi as the scrutinizer to supervise the e-voting process. Further, the results of the voting shall be declared and placed on the website of the Bank within the prescribed time and in the manner as prescribed in the notice.

The Chairperson then announced the conclusion of the 104<sup>th</sup> Annual General Meeting of the Bank at 12.15 p.m. IST. On behalf of the Board of Directors, the Chairperson thanked all the shareholders for attending the Meeting and for the kind co-operation and assistance extended for the smooth conduct of the Meeting. Chairperson further took on record that the prescribed number of members required for constituting a quorum, was present throughout the meeting.

The following businesses as set out in the Notice dated July 23, 2025, convening this AGM were transacted through remote e-voting and e-voting during the AGM.

Sl. No.	Description	Type of Resolution
<b>ORDINARY BUSINESS</b>		
1.	Adoption of Audited Financial Statements	Ordinary Resolution
2.	Re-appointment of Retiring Director, Mr. Madhavan Menon (DIN: 00008542)	Ordinary Resolution
3.	Fixation of remuneration of the Joint Statutory Auditors	Ordinary Resolution
<b>SPECIAL BUSINESS</b>		
4.	Appointment of BNP & Associates, Company Secretaries, Mumbai as Secretarial Auditors of the Bank and fixation of their remuneration	Ordinary Resolution
5.	Appointment of Mr. Biswamohan Mahapatra (DIN: 06990345), Non-Executive Independent Director as Non-	Ordinary Resolution

	Executive (Part-time) Chairman of the Bank and fixation of his remuneration.	
6.	Approval for payment of remuneration to Mr. Biswamohan Mahapatra (DIN: 06990345), NonExecutive (Part-time) Chairman of the Bank for the Financial Year 2025-26 which would be in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Bank for said Financial Year.	Special Resolution
7.	Re-appointment of Mr. Pralay Mondal (DIN: 00117994) as the Managing Director & CEO of the Bank for a period of three years with effect from September 15, 2025, to September 14, 2028.	Ordinary Resolution
8.	Approval for continuing the Material Related Party Transactions with FIH Mauritius Investments Ltd, the promoter of the Bank.	Ordinary Resolution
9.	Approval for continuing the Material Related Party Transactions with FIH Private Investments Ltd, a wholly owned subsidiary company of FIH Mauritius Investments Ltd, the promoter of the Bank.	Ordinary Resolution

Based on the Scrutinizer's report dated August 26, 2025, issued by CS P.D. Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi (membership no. FCS 3067 and certificate of practice no. 7940), all the aforementioned resolutions as set out in the notice of AGM dated July 23, 2025, have been passed by the members with requisite majority.

Thanking You.

Yours faithfully,

**SIJO**  
**VARGHESE**  
Digitally signed by  
 SIJO VARGHESE  
 Date: 2025.08.26  
 20:42:07 +05'30'

**Sijo Varghese**  
**Company Secretary**