



NOTICE OF 102ND ANNUAL GENERAL MEETING



CSB BANK LIMITED

Registered Office: "CSB Bhavan", St. Mary's College Road, Post Box No. 502,
Thrissur-680020, 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 102ND ANNUAL GENERAL MEETING

Notice is hereby given that the 102nd Annual General Meeting of CSB Bank Limited (the "**Bank**") will be held on Tuesday, August 8, 2023, 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, 2023, 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. Madhavan Menon (DIN: 00008542)**

To appoint a Director in place of Mr. Madhavan Menon (DIN: 00008542), who retires by rotation, and being eligible, offers himself for reappointment.

3. **Appointment of Joint Statutory Auditors and fixation of their remuneration**

To appoint Joint Statutory Auditors and to fix their remuneration, 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 139, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, 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 and in terms of confirmation with regard to their eligibility to be appointed as Statutory Auditors pursuant to Section 141 of the Companies Act, 2013 and applicable rules and particularly in terms of the Reserve Bank of India 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 read with FAQ dated June 11, 2021 ("**RBI Guidelines**") and as approved by Reserve Bank of India vide Letter No. Ref. DOS.CO.RPD.No.S1595/08.30.005/2023-24 dated June 2, 2023, for audit of the Bank for the Financial Year 2023-2024 in terms of Section 30(1A) of the Banking Regulation Act, 1949, approval of the

members of the Bank be and is hereby accorded to appoint M/s. Walker Chandiok & Co. LLP, Chartered Accountants, 11th Floor, Tower II, One International Center, Senapati Bapat Marg, West, Prabhadevi, Mumbai, Maharashtra 400013, Firm Registration Number : 001076N/N500013 as one of the Joint Statutory Auditors of the Bank, for a continuous period of three (3) years (from FY 2023-24 to FY 2025-26), to hold office from the conclusion of 102nd Annual General Meeting till the conclusion of the 105th Annual General Meeting of the Bank, subject to the specific approval of Reserve Bank of India for each year during their tenure in terms of Section 30(1A) of the Banking Regulation Act, 1949, for the purpose of audit of the Bank, its Head office, all the branches and controlling and other offices of the Bank, including certifications and reporting on internal financial controls with reference to the financial statements in terms of Section 143 of the Companies Act, 2013, with power to the Board, including that of Audit Committee of the Board, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and/ or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

"RESOLVED FURTHER THAT subject to applicable laws and regulations including the relevant guidelines and circulars of the RBI (as may be amended, restated, modified, replaced from time to time), M/s. Walker Chandiok & Co. LLP, Chartered Accountants and M/s. Mukund M. Chitale & Co., Chartered Accountants, who was already appointed as the Joint Statutory Auditors of the Bank at the 100th Annual General Meeting of the Bank held on August 12, 2021, shall act as the Joint Statutory Auditors of the Bank for the remainder of the term of M/s. Mukund M. Chitale & Co, Chartered Accountants, at an overall audit fees of ₹ 2.20 crore (Rupees Two Crore and Twenty Lakhs Only) for FY 2023-24, to be allocated by the Bank between M/s. Walker Chandiok & Co. LLP, Chartered Accountants and M/s. Mukund M. Chitale & Co., Chartered Accountants as the Joint Statutory Auditors, as may be mutually agreed between the Bank and the said Joint Statutory Auditors, depending upon their respective scope of work, and additionally, outlays subject to a cap of 10% of the respective audit fee plus taxes at the applicable rates and that M/s. Walker Chandiok & Co. LLP, Chartered Accountants shall thereafter act as Joint Statutory Auditors of the Bank with such other new Joint Statutory Auditor(s) who will be

appointed by the Bank subject to prior approval of RBI and approval of the Members of the Bank, from FY 2024- 25 onwards.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise with regard to implementation of the resolution including but not limited to determination of roles and responsibilities/ scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering and executing the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank."

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Sudhin Bhagwandas Choksey (DIN: 00036085) as Non-Executive Independent Director of the Bank**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("**Act**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Appointment and Qualification of Directors), Rules, 2014, and any other applicable rules made under the Act, if any, Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**") as amended from time to time, Section 10A and other 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 Reserve Bank of India ("**RBI**"), from time to time, and the provisions of the Articles of Association of the Bank, and further based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors (the "**Board**"), Mr. Sudhin Bhagwandas Choksey (DIN: 00036085), who was appointed as a Non-Executive Independent Director of the Bank at the 100th Annual General Meeting of the Bank and who holds office up to January 30, 2024, and who is eligible for re-appointment for a second term and who meets the criteria for independence as provided in Section 149(6) of the Act along with the

rules framed thereunder and Regulation 16(i)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Bank has received a Notice in writing from a Member under Section 160(i) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed for a second term as Non-Executive Independent Director of the Bank to hold office for a period of five (5) consecutive years commencing from January 31, 2024 up to January 30, 2029, not liable to retire by rotation.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of directors or to any executives/officers of the Bank, to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution."

5. **Appointment of Mr. Biswamohan Mahapatra (DIN: 06990345) as Non-Executive Independent Director of the Bank**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made under the Act, if any, Regulation 17 and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactments thereof for the time being in force), the Rules, Circulars and Guidelines issued by Reserve Bank of India ("**RBI**"), from time to time, and the provisions of the Articles of Association of the Bank, and further based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors (the "**Board**"), Mr. Biswamohan Mahapatra, (DIN: 06990345) who was appointed as an Additional Director (Non-Executive & Independent) on the Board of the Bank with effect from June 20, 2023, pursuant to Section 149, 161 of the Companies Act, 2013 and in respect of whom the Bank has received a notice in writing from a Member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as 'Non-Executive Independent Director' of the Bank to hold office for a period of five (5) consecutive years with effect from June 20, 2023 up to June 19, 2028 (both dates inclusive), not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of directors or to any executives/officers of the Bank, to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution."

By Order of the Board,
For CSB Bank Limited,

Place: Thrissur
Date: July 7, 2023

Sd/-
(Sijo Varghese)
Company Secretary

NOTES:

1. AGM THROUGH VIDEO CONFERENCING / OAVM

The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**") and Securities and Exchange Board of India ("**SEBI**") Circular dated May 13, 2022 read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "**SEBI Circulars**") and all other applicable laws and circulars issued by MCA, Government of India and SEBI has permitted the holding of the annual general meeting through Video Conferencing ("**VC**") or through other audio-visual means ("**OAVM**"), **without the physical presence of the Members at a common venue.**

In compliance with the provisions of the Companies Act, 2013 (the "**Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and MCA Circulars, the 102nd Annual General Meeting ("**Meeting**" or "**AGM**") of the Bank is being held through VC / OAVM on Tuesday, August 8, 2023, at 11:00 a.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Bank situated at CSB Bhavan, St. Mary's College Road, Thrissur- 680020.

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 and investors@csb.co.in not later than 48 hours before the scheduled time of the commencement of the Meeting.

4. SPECIAL BUSINESS

As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4 and 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

5. 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 (i.e 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.

6. **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.

7. **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 10:00 a.m. IST to 02:00 p.m. IST and on August 8, 2023, up to the conclusion of the Annual General Meeting. These documents are also made available for inspection in electronic form till the conclusion of Annual General Meeting.

Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Bank at board@csb.co.in, latest by Monday, August 7, 2023 (up to 02:00 p.m. IST)

8. **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 Saturday, August 5, 2023, through email on board@csb.co.in and the same will be replied by the Bank suitably.

9. **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 are annexed hereto.

10. **DISCLOSURES ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT**

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

Requisite declarations also have been received from the Directors for seeking appointment/re-appointment.

11. **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.

12. **BOOK CLOSURE**

The Register of Members and Share Transfer Books of the Bank will remain closed from August 2, 2023 to August 8, 2023 (both days inclusive) for the purpose of this AGM.

13. **TRANSFER OF UNPAID/UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION & PROTECTION FUND (IEPF)**

All dividends remaining unclaimed/unpaid up to 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.

Unpaid/ unclaimed dividends for the financial years from 1994-95 to 2013-14 except those did not transfer due to regulatory restraints on such transfers, have been transferred to the Investor Education & Protection Fund ('IEPF') within the stipulated time. 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. Bank hasn't declared any dividend for the Financial Year 2009-10 and thereafter, since the Financial Year 2014-15 till the financial year 2022-23.

14. **TRANSFER OF SHARES TO INVESTOR EDUCATION & 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 & 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 2022-23.

15. 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 at www.csb.co.in under the head '*Investor Relations*'. Members are requested to submit the said details to their Depository Participant ("**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.

16. CONSOLIDATION OF FOLIO'S

Members holding shares in physical form, in identical order of names, more than one folio may please write to the RTA 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.

17. 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 RTA 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.

18. UPDATION OF KYC – PHYSICAL SHAREHOLDERS

The Securities and Exchange Board of India (SEBI) has vide its latest Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, bank account details) and nomination details by holders of securities and has extended the timeline till September 30, 2023. In absence of these details updated with the Registrar and Transfer

Agents (RTA), any service requests or complaints received from the Members, is not being processed by the RTA till the aforesaid details/ documents are provided to RTA by the security holders. If any of the above cited documents/ details are not available on or after October 1, 2023, in the respective Folio(s), the RTA shall be constrained to freeze such Folio(s). In view of the above, the Shareholders in physical mode are advised to submit the necessary details for updating to the RTA, as soon as possible. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Bank at www.csb.co.in

19. 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.18 of the Notes.

20. REQUEST FOR TRANSMISSION AND TRANSPOSITION

As per Regulation 40(1) of the 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. SEBI fixed March 31, 2021, as the cut-off date for the re-lodgement of transfer requests. 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. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the

Bank. 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 Registrars and Share Transfer Agents for assistance in this regard.

21. DUE DILIGENCE

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Bank/RTA of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

22. 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 at 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 2022-23 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 2022-23 will also be available on the Bank's website at 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

www.evotingindia.com respectively, and on the website of CDSL at www.evotingindia.com

23. REGISTRATION OF EMAIL ADDRESSES

To support 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.

24. REGISTRATION OF EMAIL 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 2022-23 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 Notice. In case of any queries, Members may write to coimbatore@linkintime.co.in or helpdesk.evoting@cdslindia.com

25. 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.

26. REMOTE E-VOTING

In terms of Regulation 44 of Listing Regulations and Section 108 of the Act read with Rule 20 of 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, August 1, 2023, 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.**

27. 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.

28. 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.

29. 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.

30. 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.

31. 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.

32. CUT OFF DATE FOR ELIGIBILITY TO CAST VOTE

The remote e-voting period begins on Friday, August 4, 2023 at 09:00 a.m. IST and ends on Monday, August 7, 2023 at 05:00 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. Tuesday, August 1, 2023, 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, August 1, 2023.

33. 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.

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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-voting 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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 e-Voting 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 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. 4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<ol style="list-style-type: none"> 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.

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.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the Electronic Voting Sequence Number (**EVS**N) for the **CSB BANK LIMITED** on which you choose to vote.
- 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.
- 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.

34. 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, August 1, 2023(09:00 a.m IST) to Saturday, August 5, 2023(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, August 5, 2023(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 email.
- 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.

- xii. 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.
- xiii. 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.

35. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/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 (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Bank at investors@csb.co.in /RTA email id at coimbatore@linkintime.co.in
- ii. **For Demat shareholders** – Please update your email id & mobile number with your respective Depository Participant (DP).
- iii. **For Individual Demat shareholders** – Please update your email 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 email 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, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

36. RESULT OF E-VOTING

The Board of Directors have 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 countersign 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,

Place: Thrissur
Date: July 7, 2023

Sd/-
(Sijo Varghese)
Company Secretary

EXPLANATORY STATEMENT

(Pursuant to Section 102(i) 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

Appointment of Joint Statutory Auditors and fixation of their remuneration

As per Reserve Bank of India Guidelines No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, regarding "Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)" ("RBI Guidelines") read with FAQ dated June 11, 2021 and Bank's policy on Appointment of Statutory Auditors ("Policy"), an audit firm/s will be allowed to continue as the Statutory Auditor/s (SCA) in the Bank for a continuous period of three years only and thereafter the said firm will be compulsorily rested for a period of six years. Accordingly, B S R & CO. LLP, Chartered Accountants, Mumbai, who will be completing continuous tenure of three years as the Statutory Auditors of the Bank in the ensuing Annual General Meeting, will not be eligible for re-appointment in terms of the RBI guidelines and the Policy.

Accordingly, in line with RBI guidelines, Section 139, 141, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013, the Board on recommendation of the Audit Committee of the Board, recommended the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai, being the first preferred choice of firm to the RBI in place of retiring statutory auditor, M/s. B S R & CO. LLP, Chartered Accountants, Mumbai, for a period of three (3) years as the second Joint Statutory Auditor of the Bank, to hold office from the conclusion of 102nd Annual General Meeting till the conclusion of

the 105th Annual General Meeting of the Bank, subject to the specific approval of Reserve Bank of India for each year during their tenure in terms of Section 30(1A) of the Banking Regulation Act, 1949, for the purpose of audit of the Bank, its Head office, all the branches and controlling and other offices of the Bank, including certifications and reporting on internal financial controls with reference to the financial statements in terms of Section 143 of the Companies Act, 2013.

Bank has received consent from the said firm and confirmation to the effect that they are not disqualified to be appointed as the Statutory Auditors of the Bank in terms of the provisions of the Companies Act, 2013 and rules made thereunder and Reserve Bank of India Guidelines dated April 27, 2021 and accordingly the recommendation was made to Reserve Bank of India for their appointment being the first preferred choice of firm. Bank, in terms of Section 30(1A) of the Banking Regulation Act, 1949, received approval of Reserve Bank of India for the appointment of M/s. Mukund M. Chitale & Co., Chartered Accountants, Mumbai together with M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai as the Joint Statutory Central Auditors of the Bank for the financial year 2023-24 for their third year and first year, respectively.

As per the requirements of the Companies Act, 2013, both the firms have confirmed that their appointment if made, would be within the limits specified under Section 141(3) (g) of the Companies Act, 2013 and they are not disqualified to be appointed as statutory auditor/s in terms of the provisions of Section 139(1), Section 141(2) and Section 141(3) of the Companies Act, 2013 and the rules of the Companies (Audit and Auditors) Rules, 2014 and RBI Guidelines.

In this connection, the disclosures required in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given below:

Disclosure Requirements	Compliance status	
	Mukund M Chitale & Co.	Walker Chandiok & Co LLP
1 Proposed fees payable to the statutory auditor(s) along with terms of appointment.	<p>M/s. Mukund M Chitale & Co., Chartered Accountants and Ms/. Walker Chandiok & Co LLP, Chartered Accountants, will be paid an overall audit fee, not exceeding ₹ 2,20,00,000/- (Rupees Two Crore Twenty Lakhs Only) for FY 2023-24, with authority to the Board, including that of Audit Committee of the Board, to decide and allocate the overall audit fees between M/s. Walker Chandiok & Co. LLP, Chartered Accountants and M/s. 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 which is subject to a cap of 10% of the respective audit fee plus taxes at the applicable rates.</p> <p>It may be noted that since the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants in the place of one of the Joint Statutory Auditors, M/s. B S R & Co. LLP, Chartered Accountants will be effected only from the conclusion of the ensuing Annual General Meeting, the limited review for the first quarter of the financial year 2023-24 shall be conducted by M/s. B S R & Co. LLP, Chartered Accountants along with M/s. Mukund M. Chitale & Co., Chartered Accountants, and the audit fee payable by the Bank to M/s. B S R & Co. LLP for this purpose, shall be over and above the afore-mentioned overall audit fee for the FY 2023-24 to be allocated between M/s. Walker Chandiok & Co. LLP, Chartered Accountants and M/s. Mukund M. Chitale & Co., Chartered Accountants, and the Board/ Audit Committee of the Board be given the power to decide on audit fees and outlays plus taxes at the applicable rates payable to M/s. B S R & Co. LLP for the limited review in due consultation with them.</p>	

Disclosure Requirements	Compliance status	
	Mukund M Chitale & Co.	Walker Chandiok & Co LLP
2	In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	Not applicable. The appointment of new auditors was necessitated in the context of Reserve Bank of India Guidelines April 27, 2021 and Bank's policy on Appointment of Statutory Auditors, as an audit firm/s will be allowed to continue as the Statutory Auditor/s (SCA) in the Bank for a period of three years only and thereafter the said firm will be compulsorily rested for a period of six years. Accordingly, M/s. B S R & Co. LLP, Chartered Accountants Mumbai, who will be completing continuous tenure of three years as the Statutory Auditors of the Bank in the ensuing Annual General Meeting, will not be eligible for re-appointment in terms of the said guidelines.
3	Basis of recommendation for appointment.	M/s. Walker Chandiok & Co. LLP has 85+ years of experience of providing audit, tax and advisory services in India and has experience across a wide range of industries including banking, market segments and geographical corridors.
4	Details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	M/s. Walker Chandiok & Co. LLP has 15 offices, 60 partners and a team of over 1,750 staff across the country.

Bank in the Annual General Meeting held on August 12, 2021, received approval of the shareholders for appointment of M/s. Mukund M. Chitale & Co., Chartered Accountants, Mumbai 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 103rd Annual General Meeting of the Bank. Further, subject to applicable laws and regulations including the relevant guidelines and circulars of the RBI (as may be amended, restated, modified, replaced from time to time), M/s. Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013) and M/s. Mukund M. Chitale & Co., Chartered Accountants, (ICAI Registration No. 106655W), the existing continuing Statutory Auditors of the Bank, shall act as Joint Statutory Auditors of the Bank for the remainder of the term of M/s. Mukund M. Chitale & Co., Chartered Accountants and Walker Chandiok & Co. LLP, Chartered Accountants shall thereafter act as Joint Statutory Auditors of the Bank with such new Joint Statutory Auditor(s) who will be appointed by the Bank subject to approval of RBI and approval of the Members of the Bank from FY 2024-25 onwards.

The Audit Committee of the Board and Board of Directors recommend the resolution in relation to appointment of M/s. Walker Chandiok & Co. LLP, Co. Chartered Accountants, as one of the Joint Statutory Auditors of the Bank, for a continuous period of three (3) years (from FY 2023- 24 to FY 2025-26), to hold office from the conclusion of 102nd Annual General Meeting till the conclusion of the 105th Annual General Meeting of the Bank in the manner as proposed in the notice and fixation of remuneration/fees of both the auditors as set out in item No. 3 of the notice for approval of the Members by way of an Ordinary Resolution.

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

Re-appointment of Mr. Sudhin Bhagwandas Choksey (DIN: 00036085) as Non-Executive Independent Director of the Bank.

Mr. Sudhin Bhagwandas Choksey (DIN: 00036085) was appointed as an Additional Director (Non- Executive, Independent category) of the Bank with for a period with effect from March 30, 2021 and up to January 30, 2024, under the provisions of Section 149, 152, 161(i) and Schedule IV of the Companies Act, 2013 (the "Act") and the Rules made thereunder, Section 10(2A) of the Banking Regulation Act, 1949 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Members of the Bank, at the 100th Annual General Meeting of the Bank, held on August 12, 2021, approved the appointment of Mr. Sudhin Bhagwandas Choksey (DIN: 00036085) as an Independent Director, not liable to retire by rotation, for the said period and accordingly the term ends on January 30, 2024.

Mr. Sudhin Bhagwandas Choksey is a Fellow Member of the Institute of Chartered Accountants of India. Mr. Sudhin Choksey was the former Managing Director of GRUH Finance Ltd. which was merged with Bandhan Bank. As part of the scheme of merger, Mr. Sudhin Choksey joined Bandhan Bank as Executive Director (Designate) in October 2019 and retired on February 16, 2021

Mr. Sudhin Bhagwandas Choksey is the Chairperson of Risk Management Committee of the Board of the Bank and is a member of many other committees of the Board. During his tenure as Independent Director over the last 2 years, Mr. Sudhin Bhagwandas Choksey has contributed immensely to the Board and Committee deliberations. Additional information in respect of Mr. Sudhin Bhagwandas Choksey, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

In terms of Section 149 (10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for re-appointment for a further period up to five years on passing of a special resolution by the company. Further, in terms of Section 10A (2A) of the Banking Regulation Act, 1949, notwithstanding anything to the contrary contained in the Act, or any other law for the time being in force and subject to the upper age limit of 75 years as the case may be, no director of a banking company, other than its Chairman or Whole-Time Director, by whatever name called, shall hold office continuously for a period exceeding eight years.

In terms of Section 160 of the Act, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Sudhin Bhagwandas Choksey for re-appointment to the office of Director. Mr. Sudhin Bhagwandas Choksey has furnished the consent for his re-appointment and also the declarations as required under the Act, Rules made thereunder and SEBI Listing Regulations.

Mr. Sudhin Bhagwandas Choksey has also given a declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 and Schedule IV of the Act, and under Regulation 16(1)(b) of the SEBI Listing Regulations as applicable, and further, that he is not disqualified from being appointed as a Director of the Bank in terms of Section 164 of the Act. Further, Mr. Sudhin Bhagwandas Choksey has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Bank.

Nomination and Remuneration Committee ("**NRC**"), the Board, in terms of RBI Circular No. DBOD.NO.BC.60/08.139.001/2004-2005 dated December 16, 2004, had assessed the profile of Mr. Sudhin Bhagwandas Choksey and found him to be 'fit and proper' to continue to be appointed as director in terms of Reserve Bank of India Circular on 'Fit and proper' criteria for appointment of directors in the banks.

Further, the NRC and Board of Directors of the Bank have reviewed the declarations submitted by Mr. Sudhin

Bhagwandas Choksey and found that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, and under Regulation 16(1) (b) of the SEBI Listing Regulations and Board is of the opinion that he fulfils the conditions specified in this Act and Rules made thereunder for such an appointment and he fulfils the criteria of independence and is independent of the Management. He is not debarred from holding the office of director by virtue of any SEBI order. The Board is of the view that Mr. Sudhin Bhagwandas Choksey is a person of integrity, and has the necessary knowledge, experience and expertise for being re-appointed as an Independent Director. Considering his vast expertise and knowledge in the field of 'Banking, Accountancy and Finance' and also based on the performance evaluation conducted by the Board and the recommendation of the NRC based on performance evaluation conducted by the NRC, the Board felt that it would be in the interest of the Bank to re-appoint Mr. Sudhin Bhagwandas Choksey as a Non-Executive Independent Director on the Board of the Bank for a second term with effect from January 31, 2024 up to January 30, 2029 (both dates are inclusive).

Mr. Sudhin Bhagwandas Choksey's re-appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Sudhin Bhagwandas Choksey having the requisite experience/ expertise required under Section 10A(2) of the Banking Regulation Act, 1949 and SEBI Listing Regulations. The draft letter of re-appointment of Mr. Sudhin Bhagwandas Choksey setting out the terms and conditions of re-appointment shall be available for inspection by the members, in electronic mode. Members seeking inspection may send a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Bank at board@csb.co.in

In accordance with the provisions of Section 149 of the Act read with Schedule IV of the Act and the Rules made thereunder, the re-appointment of Independent Directors requires approval of the Members by way of a special resolution. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, appointment/re-appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the NRC and the Board of Directors recommends the resolution in relation to the re-appointment of Mr. Sudhin Bhagwandas Choksey for a second term from January 31, 2024 up to January 30, 2029 (both dates inclusive) as Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set out at Item No. 4 of the notice, for approval of the Members by way of a Special Resolution. The said recommendation is being made post satisfactory evaluation of his performance, inter alia, knowledge & ethics, understanding of the roles, responsibilities and duties as an Independent Director/ Chairperson of the Committees; contributions at Board/ Committee meetings, effective discharge of the Board's and Committee functions.

Except Mr. Sudhin Bhagwandas Choksey or his relatives, none of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the notice.

Item No.5

Appointment of Mr. Biswamohan Mahapatra (DIN: 06990345) as Non-Executive Independent Director of the Bank.

The Board of Directors of the Bank, based on the recommendations of the Nomination and Remuneration Committee of the Board, and pursuant to the provisions of Sections 149, 161(i) of the Companies Act, 2013 and Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the provisions of the Articles of Association of the Bank, appointed Mr. Biswamohan Mahapatra, (DIN: 06990345), as an Additional Director (Non- Executive Independent category) of the Bank w.e.f. June 20, 2023, for a period of five (5) years, subject to the approval of the Members of the Bank.

In terms of Section 161(i) of the Companies Act, 2013, Mr. Biswamohan Mahapatra can hold office only up to the date of next Annual General Meeting (AGM) of the Bank or the last date on which the AGM should have been held, whichever is earlier and is eligible for appointment.

As per Regulation 17(1C) of the SEBI Listing Regulations, Mr. Biswamohan Mahapatra shall hold office up to the date of next AGM or for a period of three months from the date of appointment, whichever is earlier.

In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Biswamohan Mahapatra for the office of Director/ Independent Director. Mr. Biswamohan Mahapatra, has furnished his consent to act as a Director of the Bank and also the declarations as required under the Companies Act, 2013, Rules made thereunder and SEBI Listing Regulations. Mr. Biswamohan Mahapatra has also given a declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI Listing Regulations, as applicable, and further, that he is not disqualified from being appointed as a Director of the Bank in terms of Section 164 of the Companies Act, 2013. Mr. Biswamohan Mahapatra also confirmed that he is not debarred from holding the office of Director by virtue of any order of the Securities Exchange Board of India or any other such authority.

The Nomination and Remuneration Committee of the Board had assessed the profile of Mr. Biswamohan Mahapatra and found him to be 'fit and proper' in terms

of Reserve Bank of India Circular on 'Fit and proper' criteria for appointment of directors in the banks, the Companies Act, 2013, Rules made thereunder and SEBI Listing Regulations, recommended his appointment to the Board.

The Committee had evaluated the balance of skills, knowledge and experience required on the Board, considering his vast expertise and knowledge in the field of 'Banking, Finance, Risk Management, Law and Payment Systems', based on which role and responsibilities of independent director/s was identified and accordingly recommendation was made for appointment of Mr. Biswamohan Mahapatra as an Independent Director of the Bank, subject to the approval of the members of the Bank.

In terms of Sections 149, 152, 160 read with Schedule IV of the Companies Act, 2013, the Board of Directors of the Bank, on the basis of recommendation of the Nomination and Remuneration Committee of the Bank, have reviewed the profile of Mr. Biswamohan Mahapatra and the declarations and found that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and the Board is of the opinion that he fulfils the conditions specified in the Act and Rules made thereunder for such an appointment and he fulfils the criteria of independence and is independent of the Management. In the opinion of the Board, Mr. Biswamohan Mahapatra meets the fit and proper criteria and is a person of integrity, and has the skills, knowledge, experience and expertise for being appointed as an Independent Director of the Bank. Considering his vast expertise and knowledge in the field of 'Banking, Finance, Risk Management, Law and Payment Systems', the Board felt that it would be in the interest of the Bank that Mr. Biswamohan Mahapatra is appointed as an Independent Director on the Board of the Bank.

Mr. Biswamohan Mahapatra's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Biswamohan Mahapatra having the requisite experience/ expertise required under Section 10A(2) of the Banking Regulation Act, 1949 and SEBI Listing Regulations.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Biswamohan Mahapatra has enrolled his name in the online databank of Independent Directors maintained by the Ministry of Corporate Affairs(MCA).

Additional information in respect of Mr. Biswamohan Mahapatra, pursuant to Regulation 36 of the SEBI Listing

Regulations and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

The copy of the letter of appointment of Mr. Biswamohan Mahapatra setting out the terms and conditions of appointment shall be available for inspection by the members.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the Nomination and Remuneration Committee of the Board and Board of Directors recommend the resolution in relation to the

appointment of Mr. Biswamohan Mahapatra as Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set out in Item No. 5 of the notice, for approval of the Members by way of a Special Resolution.

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

By Order of the Board,
For CSB Bank Limited,

Place: Thrissur
Date: July 7, 2023

Sd/-
(Sijo Varghese)
Company Secretary

ANNEXURE – A

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on August 8, 2023, in terms of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

1. Profile of Mr. Madhavan Menon

Name	Mr. Madhavan Menon (DIN: 00008542)			
Date of Birth/Age	February 12, 1955	68 years		
Nationality	Indian			
Educational Qualification	B.A (Business), MBA (Financial & International Business)			
Nature of expertise in specific functional areas	Banking, Finance, Human Resources and Business Management			
Date of first appointment on Board	First term: From August 10, 2016 to June 22, 2017. Second term: September 3, 2018 onwards.			
Brief resume including Experience	Mr. Madhavan Menon is a Non- Executive Director of the Bank and has been associated with the Bank since September 3, 2018. Mr. Madhavan Menon was the Part-Time Chairman of the Bank for the period from April 22, 2019 to July 21, 2020. He has a varied background having commenced his career in ANZ Grindlays Bank and subsequently worked in Citibank, Emirates Bank and in the Financial Services Division of the Aditya Birla Group. His areas of interest include Treasury, Corporate Lending, Operations, Corporate Governance and Strategic Planning. Mr. Menon is presently the Chairman & Managing Director of Thomas Cook (India) Ltd (TCIL), a Fairfax Company, which is the leading integrated travel and travel related financial services company in the Country, offering a broad spectrum of services that include Foreign Exchange, Corporate Travel, MICE, Leisure Travel, Insurance, Visa & Passport Services and E-Business. Mr. Menon holds Directorships in various subsidiaries of TCIL and is also the Chairman of the Fairfax India Charitable Foundation that focuses on bringing down the cost of treating kidney related ailments in the Country.			
Directorship held in other companies (excluding foreign companies) as on the date of this Notice	1. Sterling Holiday Resorts Limited 2. SOTC Travel Limited 3. Thomas Cook (India) Limited 4. Travel Corporation (India) Limited 5. Cedar Management Consulting Private Limited 6. TCI- GO Vacation India Private Limited 7. Isprava Vesta Private Limited 8. Isprava Hospitality Private Limited			
Listed entities from which the director has resigned in the past three years	NIL			
No. of shares held in the Bank or on a beneficial ownership basis	9,897 equity shares			
Details of remuneration last drawn	Bank is not paying sitting fee for attending the Board and Committee Meetings to Non-Executive Non-Independent Directors			
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 2022-23 and till the date of this Notice	Financial Year		No. of Board Meetings held	Number of Board Meetings attended
	2022-23		18	15
	2023-24 (Till June 30, 2023)		4	4
	Total		22	19
Details of membership/ chairmanship in the Committees of the Board of the Bank	NPA Management Committee		Chairperson	
	Stakeholders Relationship Committee		Chairperson	
	Risk Management Committee		Member	
	Audit Committee		Member	
	Committee for monitoring Large Value Frauds		Member	
	Nomination & Remuneration Committee		Member	

Details of Directorships, Membership/Chairmanship in the Committees of the Board of the other Companies (excluding foreign companies) as on the date of this Notice	None
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	Mr. Madhavan Menon is a Director proposed to be re-appointed 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. Mr. Sudhin Bhagwandas Choksey

Name	Mr. Sudhin Bhagwandas Choksey (DIN: 00036085)		
Date of Birth/Age	January 31, 1954	69 years	
Nationality	Indian		
Educational Qualification	B.Com. (Hons), FCA.		
Nature of expertise in specific functional areas	Accountancy, Finance and Banking		
Date of first appointment on Board	March 30, 2021		
Brief resume including Experience	Mr. Sudhin Bhagwandas Choksey is a Non-Executive Independent Director of the Bank and has been associated with the Bank since March 30, 2021. Mr. Sudhin Choksey has overall 42 years of professional experience, both in India and Overseas. Mr. Sudhin Choksey was the former Managing Director of GRUH Finance Ltd. which was merged with Bandhan Bank. As a part of the scheme of merger, Mr. Sudhin Choksey joined Bandhan Bank as Executive Director (Designate) in October 2019 and retired on February 16, 2021. Mr. Sudhin Choksey was an experienced CEO at GRUH Finance with a demonstrated history of working in the mortgage finance business and skilled in lending business. During the span of 26 years of working with GRUH Finance, he has held various positions including that of General Manager, Executive Director, Chief Executive Director and Managing Director. At Bandhan Bank, he was the vertical head of the housing finance business. Mr. Choksey has also served as an Independent Director on the Boards of many listed and unlisted companies. Mr. Sudhin Choksey is a Fellow Member of the Institute of Chartered Accountants of India and has done his graduation in Commerce (Honours) from the Sydenham College of Commerce & Economics, Mumbai University. He was the recipient of BUSINESS LEADER – FINANCIAL SERVICES Award for 2015 from the Institute of Chartered Accountants of India, New Delhi.		
Directorship held in other companies (excluding foreign companies) as on the date of this Notice	1. India Shelter Finance Corporation Limited 2. Fairchem Organics Limited 3. Anchorage Infrastructure Investments Holdings Limited 4. Gujarat Ambuja Exports Limited 5. Kuhoo Technology Services Private Limited 6. Kuhoo Finance Private Limited		
Listed entities from which the director has resigned in the past three years	NIL		
No. of shares held in the Bank or on a beneficial ownership basis	10,521 equity shares		
Details of remuneration last drawn	Sitting fee paid for attending Board and Committee meetings for the FY 2022-23 – ₹ 21,45,000/- Sitting fee paid for attending Board and Committee meetings during the FY 2023-24 till the date of this Notice – ₹ 5,45,000/-		
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 2022-23 and till the date of this Notice			
	Financial Year	No. of Board Meetings held	Number of Board Meetings attended
	2022-23	18	17
	2023-24 (Till June 30, 2023)	4	4
	Total	22	21

Details of membership/ chairmanship in the Committees of the Board of the Bank	Risk Management Committee	Chairperson
	Stakeholders Relationship Committee	Member
	Corporate Social Responsibility Committee	Member
	Credit Committee	Member
Details of Directorships, Membership/Chairmanship in the Committees of the Board of the other Companies (excluding foreign companies) as on the date of this Notice	1. Gujarat Ambuja Exports Limited	
	Audit Committee	Member
	Risk Management Committee	Member
	Corporate Social Responsibility Committee	Member
	2. Fairchem Organics Limited	
	Audit Committee	Chairman
	Risk Management Committee	Member
	Stakeholders Relationship Committee	Member
	3. India Shelter Finance Corporation Limited	
	Risk Management Committee	Member
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	4. Anchorage Infrastructure Investment Holdings Limited	
	Nomination & Remuneration Committee	Chairman
	Audit Committee	Chairman
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The proposed re-appointment of Mr. Sudhin Bhagwandas Choksey as an Independent Director of the Bank is for a period of 5 (five) years commencing from January 31, 2024 up to January 30, 2029 (both dates inclusive).</p> <p>The terms and conditions of appointment of Mr. Sudhin Bhagwandas Choksey remains same as that of other Independent Director(s) of the Bank and the same are hosted on the website of the Bank at 'www.csb.co.in' under the head 'Investor Relations -> Corporate Governance'.</p> <p>Please refer Explanatory Statement for Item No.4 of the notice of the Annual General Meeting and brief resume as part of the Annexure.</p>	

3. Mr. Biswamohan Mahapatra

Name	Mr. Biswamohan Mahapatra (DIN: 06990345)	
Date of Birth/Age	August 3, 1954	68 years
Nationality	Indian	
Educational Qualification	M.A (English Literature), MBA (Finance), MSM (Master of Science in Management), CAIIB	
Nature of expertise in specific functional areas	Banking, Finance, Risk Management, Law and Payment Systems	
Date of first appointment on Board	June 20, 2023	
Brief resume including Experience	<p>Mr. Biswamohan Mahapatra is an Additional Director (Non-Executive & Independent) of the Bank and has been associated with the Bank since June 20, 2023. Mr. Mahapatra was a central banker, with a career spanning about 33 years in Reserve Bank of India (RBI) in various capacities and retired as Executive Director in August 2014. He had mostly worked in the areas of banking regulation & supervision, currency management, financial market operations and general administration at RBI. As Executive Director, he handled banking regulation and policy matters. He was instrumental in the implementation of Basel III regulations. The guidelines for setting up universal banks and differentiated banks like small finance banks and payments banks were overseen by him. He was associated with various working groups and committees and represented the RBI as a member/Chairman/Convenor of these various working groups and committees. Post retirement, he was an advisor to the RBI on the bank licensing process. He was the convener of the Government of India Task Force to set up the Resolution Corporation under the Indian Financial Code.</p>	
Directorship held in other companies (excluding foreign companies) as on the date of this Notice	<ol style="list-style-type: none"> 1. Edelweiss Financial Services Limited 2. ECL Finance Limited 3. Nido Home Finance Limited (Formerly known as Edelweiss Housing Finance Limited)* 4. National Payments Corporation of India 5. NPCI International Payments Limited* 6. NPCI Bharat BillPay Limited* 7. HDFC Credila Financial Services Limited 	

Listed entities from which the director has resigned in the past three years	Name of the Company Ujjivan Small Finance Bank Limited	Date of resignation February 19, 2021
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 2022-23 and till the date of this Notice	Mr. Biswamohan Mahapatra was inducted to the Board as an Additional Director (Non-Executive & Independent) only on June 20, 2023, and only two board meetings were held thereafter, and he attended both.	
Details of membership/ chairmanship in the Committees of the Board of the Bank	NIL	
Details of Directorships, Membership/Chairmanship in the Committees of the Board of the other Companies (excluding foreign companies) as on the date of this Notice	1. Edelweiss Financial Services Limited	
	Audit Committee	Member
	Risk Committee	Member
	2. ECL Finance Limited	
	Audit Committee	Chairman
	Nomination & Remuneration Committee	Chairman
	Risk Committee	Member
	IT Strategy Committee	Chairman
	3. Nido Home Finance Limited (Formerly Edelweiss Housing Finance Limited)	
	Audit Committee	Chairman
	Nomination & Remuneration Committee	Member
	Risk Committee	Member
	IT Strategy Committee	Chairman
	4. HDFC Credila Financial Services Limited	
	Audit Committee	Chairman
	Nomination & Remuneration Committee	Chairman
	IT Strategy Committee	Chairman
	CSR Committee	Member
	5. National Payments Corporation of India	
	Audit Committee	Member
	Nomination & Remuneration Committee	Member
	Risk Management Committee	Member
	Shareholder Management Committee	Chairman
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	The proposed appointment of Mr. Biswamohan Mahapatra as an Independent Director of the Bank is for a period of 5 (five) years commencing from June 20, 2023 up to June 19, 2028 (both dates inclusive). The terms and conditions of appointment of Mr. Biswamohan Mahapatra remains same as that of other Independent Director(s) of the Bank and the same are hosted on the website of the Bank at 'www.csb.co.in' under the head 'Investor Relations -> Corporate Governance'.	
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer Explanatory Statement for Item No.5 of the notice of the Annual General Meeting and brief resume as part of the Annexure.	

* Non-Executive Independent Chairman

CONCISE AGM PROGRAMME INFORMATION

SL. NO. EVENTS		DETAILS										
1.	Day & Date of AGM	Tuesday, August 8, 2023										
2.	Time of AGM	11:00 a.m. IST										
3.	Cut-off date for eligibility to cast vote	Tuesday, August 1, 2023										
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, August 5, 2023										
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, August 1, 2023, 09:00 a.m. IST										
11.	Date of Conclusion of registration period	Saturday, August 5, 2023, 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, August 4, 2023, 09:00 a.m. IST										
14.	Remote E-voting end date and time	Monday, August 7, 2023, 05:00 p.m IST										
15.	Remote E-voting website	www.evotingindia.com										
16.	Name of E-voting Service Provide	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
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