

65 / 2364A
Ponoth Road, Kaloor
Kochi, Ernakulam - 682 017

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To

The Chairman/Managing Director & CEO
CSB Bank Limited
CSB Bhavan, Post Box No.502,
St. Mary's College Road
Thrissur
Kerala - 680020

Sir,

Sub: Report of the Scrutinizer on Postal Ballot by means of electronic voting

I, CS. Vincent P.D., Company Secretary in Practice, holding Membership Number: FCS – 3067 and Certificate of Practice Number –7940, Managing Partner, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloor, Kochi– 682 017, Kerala, have been appointed by the Board of Directors of **CSB BANK LIMITED (CIN: L65191KL1920PLC000175)**, CSB Bhavan, Post Box No.502, St. Mary's College Road, Thrissur, Kerala- 680020, as the Scrutinizer for Postal Ballot by means of electronic voting only ("**remote e-voting**") on the items of Special Business as mentioned below.

The Company has appointed Central Depository Services (India) Limited, as the Service Provider, for extending the facility for the Remote Electronic Voting to the shareholders of the Company. Link Intime India Private Limited, is the Registrar and Share Transfer Agent of the Company.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014 as amended, the above remote electronic voting remained open to the members from Wednesday, November 09, 2022 at 09:00 hours IST to Thursday, December 08, 2022 at 17:00 hours IST.

On completion of the e-voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 08.12.2022.

The following is the summary of E-voting result:

			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Resolution No.	Subject Matter of Resolution	Total No. of shares through E-voting	No. of Votes through E-voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes through E-voting
SPECIAL BUSINESS – ORDINARY RESOLUTION							
1	Elevation and appointment of Mr. Pralay Mondal (DIN: 00117994) as the Managing Director & Chief Executive Officer of the Bank.	73896618	73895858	100%	42.59%	760	0%
2	Material related party transactions pertaining to acquisition of gold loan receivables by way of Direct Assignment Transactions /Pass Through Certificates by the Bank with IIFL Finance Limited.	28790303	28788765	99.99%	16.59%	1538	0.01%
SPECIAL BUSINESS – SPECIAL RESOLUTION							
3	Re-appointment of Ms. Sharmila Abhay Karve (DIN: 05018751) as a Non-Executive Independent Director of the Bank	73896318	73885720	99.99%	42.59%	10598	0.01%

All resolutions stand passed under Postal Ballot via Remote E-voting as Ordinary Resolutions and Special Resolution (where applicable) with requisite majority as specified under the Companies Act, 2013.

* FIH Mauritius Investments Ltd., Promoters of the Bank, being related parties, have voted on all items except Item no. 2 to the total extent of their shareholding in the Bank. However, pursuant to Section 12(2) of the Banking Regulation Act, 1949 and a Gazette Notification no. DBR.PSBD. No. 1084/16.13.100/2016-17 dated July 21, 2016, voting rights of FIHM are currently capped at 26% of the total voting rights of the Bank at present, even though they hold 49.72% of the paid up capital of the Bank. Hence, only 26% of their voting is taken into consideration.

* 50,00,000 equity shares held by CSB ESOS Trust, Non Promoter-Non Public shareholder, does not feature in this result, as they do not have voting rights in terms of Regulation 3 (5) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Peer Review Certificate No.648 /2019

UDIN: F003067D002664990

Thank you

Yours faithfully

**For SVJS & Associates
Company Secretaries**

PARAMBIL
DEVASSY
VINCENT

Digitally signed by
PARAMBIL DEVASSY
VINCENT
Date: 2022.12.09 09:48:44
+05'30'

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

**PRALAY
MONDAL**

Digitally signed by PRALAY MONDAL
DN: c=IN, o=PERSONAL,
pseudoym=e40974c5f9cfe466076e7235c93
9de7,
2.5.4.20=73432B705F95802F281468B16882
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postalCode=400052, st=MAHARASHTRA,
serialNumber=e399c5f984d95b3c946baa1fd
5a880b222c3c3f79492cc0ada7ecd9b3cd21a1
8, cn=PRALAY MONDAL
Date: 2022.12.09 11:22:14 +05'30'

Kochi

09.12.2022

Annexure-II
Voting Results

Date of the AGM/EGM	NA
Total number of shareholders on record date	59598
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	NA

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Item 1: Elevation and appointment of Mr. Pralay Mondal (DIN: 00117994) as the Managing Director & Chief Executive Officer of the Bank

Resolution required: (Ordinary/ Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	86262976	45106315	52.28931007	45106315	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA

Promoter and Promoter Group	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86262976	45106315	52.28931007	45106315	0	100	0
Public- Institutions	E-Voting	30119377	21518779	71.44496714	21518779	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	30119377	21518779	71.44496714	21518779	0	100	0
Public- Non Institutions	E-Voting	57103474	7271524	12.7339433	7270764	760	99.989548	0.01045173
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	57103474	7271524	12.7339433	7270764	760	99.98955	0.0104517
Total		173485827	73896618	42.59519021	73895858	760	99.99897	0.00102846

Item 2: Material related party transactions pertaining to acquisition of gold loan receivables by way of Direct Assignment Transactions /Pass Through Certificates by the Bank with IIFL Finance Limited

Resolution required: (Ordinary/ Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86262976	0	0	0	0	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA

	Total	86262976	0	0	0	0	0	0
Public- Institutions	E-Voting	30119377	21518779	71.44496714	21518779	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	30119377	21518779	71.44496714	21518779	0	100	0
Public- Non Institutions	E-Voting	57103474	7271524	12.7339433	7269986	1538	99.978849	0.02115100
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	57103474	7271524	12.7339433	7269986	1538	99.97885	0.0211510
Total		173485827	28790303	16.59519022	28788765	1538	99.99466	0.00534208

Item 3: Re-appointment of Ms. Sharmila Abhay Karve (DIN: 05018751) as a Non-Executive Independent Director of the Bank

Resolution required: (Ordinary/ Special)

Special

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86262976	45106315	52.28931007	45106315	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86262976	45106315	52.28931007	45106315	0	100	0
	E-Voting	30119377	21518779	71.44496714	21518779	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA

Public- Institutions	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	30119377	21518779	71.44496714	21518779	0	100	0
Public- Non Institutions	E-Voting	57103474	7271224	12.73341794	7260626	10598	99.854247	0.14575263
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	57103474	7271224	12.73341794	7260626	10598	99.85425	0.1457526
Total		173485827	73896318	42.59501729	73885720	10598	99.98566	0.01434172

** FIH Mauritius Investments Ltd., Promoters of the Bank, being related parties, have voted on all items except Item no.2 to the total extent of their shareholding in the Bank. However, pursuant to Section 12(2) of the Banking Regulation Act, 1949 and a Gazette Notification no. DBR.PSBD. No. 1084/16.13.100/2016-17 dated July 21, 2016, voting rights of FIHM are currently capped at 26% of the total voting rights of the Bank at present, even though they hold 49.72% of the paid up capital of the Bank. Hence, only 26% of their voting is taken into consideration.

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SIJO
VARGHESE

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serialNumber=da67d16a892dbce0f63c
24da300ebd6a93ef99e00629fb3f519fd
7bc49a7ccee, postalCode=680020,
ou=BOARD & SHARES DEPARTMENT,
o=CSB BANK LTD, c=IN, cn=SIJO
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