



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014, as amended]



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 | **E-mail:** board@csb.co.in | **Corporate Identity Number:** L65191KL1920PLC000175

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[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014, as amended]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Tuesday, February 6, 2024 (09:00 A.M. IST)	Wednesday, March 6, 2024 (05:00 P.M. IST)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, Secretarial Standard-2 on General Meetings ("SS-2"), read with the General Circular Nos. 14/2020 dated April 8, 2020, 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 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "**MCA Circulars**"), SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and any other relevant Acts, Rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) that the resolutions appended below are proposed to be passed as Ordinary/Special Resolutions by the Members of CSB Bank Limited (the "**Bank**") through Postal Ballot only, by voting through electronic means ("**Remote e-Voting**").

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Bank has provided Remote e-Voting facility to its Members to enable them to cast their votes electronically. For this purpose, the Bank has engaged the services of National Securities Depository Limited ("**NSDL**") as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting are appended to this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Bank at www.csb.co.in, the e-Voting website of NSDL at www.evoting.nsdl.com and also shall be communicated to stock exchanges; BSE Limited ("**BSE**") at www.bseindia.com and the National Stock Exchange of India Limited ("**NSE**") at www.nseindia.com, where the Bank's Equity Shares are listed and be made available on their respective websites.

The Board of Directors has appointed Mr. P.D Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi, as Scrutinizer for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Bank/Depositories, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot

Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (**FOR**) or dissent (**AGAINST**) through the Remote e-Voting process, **not later than 05:00 p.m. IST on March 6, 2024**. Remote e-Voting facility will be blocked by NSDL immediately thereafter and the members will not be allowed to cast their votes beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman/Managing Director & CEO of the Bank or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot through the Remote e-Voting process will be announced by the Chairman/Managing Director & CEO or such person as authorised, on or before 05:00 p.m. IST on Friday, March 8, 2024 at Registered Office, at Thrissur. The results along with the Scrutinizer's Report will be displayed on the website of the Bank at www.csb.co.in, the e-Voting website of NSDL at www.evoting.nsdl.com and also shall be communicated to stock exchanges; BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com, where the Bank's Equity Shares are listed, and will be made available on their respective websites. The Bank will also display the results of the Postal Ballot at its Registered Office at Thrissur.

RESOLUTIONS:

1. Appointment of Ms. Renu Kohli, (DIN: 07981627) 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, 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, Regulations 16(1)(b), 17 and 25(2A) 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 & Remuneration Committee and the Board of Directors (the "**Board**"), Ms. Renu Kohli, (DIN: 07981627) who was appointed as an Additional Director (Non-Executive & Independent) on the Board of the Bank with effect from December 14, 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 her 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 December 14, 2023 up to December 13, 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."

2. Revision in the fixed pay of Mr. Pralay Mondal (DIN: 00117994), Managing Director & CEO of the Bank, with effect from April 1, 2023

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 196 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Section 35B and other relevant provisions, if any, of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by Reserve Bank of India ("**RBI**"), from time to time, and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association ("**Articles**") of CSB Bank Limited (the "**Bank**"), and the approval of the Board (the "**Board**") pursuant to the recommendation made by the Nomination & Remuneration Committee (the "**Committee**"), and pursuant to the approval received from the Reserve Bank of India in terms of Section 35B of the Banking Regulation Act, 1949, the approval of the members of the Bank be and is hereby accorded for

revision and payment of the fixed pay to Mr. Pralay Mondal (DIN: 00117994), the Managing Director & Chief Executive Officer of the Bank, from ₹ 2,30,00,000 to ₹ 2,42,00,000

with effect from April 1, 2023, to be paid in the form of fixed pay, allowances and perquisites, as more particularly mentioned herein below:

Sl. No.	Particulars	Amount (per annum) (in ₹)	
1	Salary	1,21,00,000.00	
2	Dearness Allowance	NIL	
3	Retiral / Superannuation benefits:		
(i)	Provident Fund / National Pension Scheme (NPS)	12,10,000.00	
(ii)	Gratuity	5,81,731.00	
(iii)	Pension	NIL	
4	Leave Fare Concession	3,63,000.00	
5	Other Fixed Allowances:		
(i)	Mobile Allowance	30,000.00	
(ii)	Dining Allowance	27,000.00	
(iii)	Special Allowance	36,46,483.00	
6	Perquisites:		
(i)	House Rent Allowance	60,50,000.00	
(ii)	Conveyance Allowance	50,000.00	
(iii)	Cash in lieu of Club Membership / Club membership at actuals	1,00,000.00	
(iv)		Entitlement/ Insurance Coverage	Amount (per annum)
	1. Group Medical Insurance Premium	4,00,000	14,000.00 (including GST)
	2. Group Term Life Insurance Premium	2 times of gross pay	27,346.00 (including GST)
	3. Group Personal Accident Premium	Upto 20,00,000	440.00 (including GST)
Total		2,42,00,000.00	
7	Reimbursement of expenses (without ceiling as per RBI Compensation Guidelines dated November 4, 2019)		
(i)	Official Travel Expenses	Will be reimbursed at actuals.	
(ii)	Boarding and Lodging Expenses	Will be reimbursed at actuals.	
(iii)	Halting Allowance	As per the Bank's policy for domestic and foreign travel.	
8	Other terms and Conditions:		
(i)	Leave	As per the Bank's Policy.	

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

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

3. Material related party transactions in the nature of acceptance of deposits from the promoter and promoter group entities in current accounts or any other accounts of similar nature or other types of accounts permitted to be opened under applicable laws

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Section 188 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and such other applicable provisions of other relevant Acts (the **“Acts”**), if any, and any amendments, modifications, variations or re-enactments thereof (**“Applicable Laws”**) and the ‘Policy on materiality of related party transactions and on dealing with related party transactions’ of CSB Bank Limited (**“Bank”**), as may be applicable from time to time, the approval of the members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as **“Board”**), which term shall be deemed to include any duly authorized Committee constituted/ empowered by the

Board, from time to time, to exercise its powers conferred by this resolution), for entering into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise) for acceptance of deposits in current account or any other similar accounts/other types of accounts permitted to be opened by the Bank under applicable laws, whether by way of fresh deposit(s) or otherwise, from time to time, with the related parties as outlined below, including the maximum value of transactions and as detailed in the explanatory statement annexed to this notice, notwithstanding the fact that value of each transaction/ value of all transactions together/ the balance in any such account on any day during the remaining period of the financial year ending on March 31, 2024 and up to the date of the ensuing Annual General Meeting of the Bank for the financial year 2023-24, may exceed ₹1,000 crores or 10% of the annual consolidated turnover of the Bank as per the latest audited financial statements of the respective financial years of the Bank, whichever is lower, in terms of regulation 23 of the SEBI Listing Regulations, for each party, or such other threshold, as may be prescribed from time to time in line with the Acts and the Applicable Laws, for each such party separately, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.

Name(s) of the related parties	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of transaction	Period for which shareholders' approval is sought for the transaction
(i) FIH Mauritius Investments Ltd	Promoter	Acceptance of deposits in current account or any other similar /other types of accounts permitted to be opened under applicable laws.	Up to ₹5,000 Crore (Rupees Five Thousand Crore only)	For the remaining period of the financial year ending on March 31, 2024 and upto the date of the ensuing Annual General Meeting of the Bank for the financial year 2023-24.
(ii) FIH Private Investments Ltd	Promoter group	Acceptance of deposits in current account or any other similar /other types of accounts permitted to be opened under applicable laws.	Up to ₹5,000 Crore (Rupees Five Thousand Crore only)	For the remaining period of the financial year ending on March 31, 2024 and upto the date of the ensuing Annual General Meeting of the Bank for the financial year 2023-24.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and are hereby severally authorized to execute all

such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms

and conditions of the such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms or applications with statutory/regulatory authorities, do all such acts, deeds, matters and things as may be considered necessary and appropriate and delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/ Officer(s) of the Bank, to give effect to this resolution.”

4. Material related party transactions in the nature of permitted foreign exchange transactions including International cross border transactions with the promoter and promoter group entities

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Section 188 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and such other applicable provisions of other relevant Acts (the “**Acts**”), if any, and any amendments, modifications, variations or re-enactments thereof (“**Applicable Laws**”) and the ‘Policy on materiality of related party transactions and on dealing with related party transactions’ of CSB Bank Limited (“**Bank**”), as may be applicable from time to time, the approval of the

members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as “**Board**”, which term shall be deemed to include any duly authorized Committee constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise) pertaining to permitted foreign exchange transactions including International cross border transactions with the related parties as outlined below, including the maximum value of transactions and as detailed in the explanatory statement annexed to this notice, wherein the Bank acts as authorised dealer in foreign exchange transactions, notwithstanding the fact that the aggregate value of such transactions either individually or taken together with previous transactions, at any point of time during the remaining period of the financial year ending on March 31, 2024 and up to the date of the ensuing Annual General Meeting of the Bank for the financial year 2023-24, may exceed ₹1,000 crores or 10% of the annual consolidated turnover of the Bank as per the audited financial statements of the respective financial years of the Bank, whichever is lower, in terms of regulation 23 of the SEBI Listing Regulations, for each party, or such other threshold, as may be prescribed from time to time in line with the Acts and the Applicable Laws, for each such party separately, provided however, that the said contracts/arrangements/transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Bank.

Name(s) of the related parties	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of transaction	Period for which shareholders’ approval is sought for the transaction
(i) FIH Mauritius Investments Ltd	Promoter	Transactions pertaining to permitted foreign exchange transactions including international cross border transactions wherein the Bank act as an authorised dealer in foreign exchange	Up to ₹5,000 Crore (Rupees Five Thousand Crore only)	For the remaining period of the financial year ending on March 31, 2024 and upto the date of the ensuing Annual General Meeting of the Bank for the financial year 2023-24.
(ii) FIH Private Investments Ltd	Promoter group	Transactions pertaining to permitted foreign exchange transactions	Up to ₹5,000 Crore (Rupees Five Thousand Crore only)	For the remaining period of the financial year ending on March 31, 2024 and upto the date of the ensuing Annual

		including international cross border transactions wherein the Bank act as an authorised dealer in foreign exchange		General Meeting of the Bank for the financial year 2023-24.
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RESOLVED FURTHER THAT the Board of Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of the such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and

absolute discretion deem fit, file requisite forms or applications with statutory/regulatory authorities, do all such acts, deeds, matters and things as may be considered necessary and appropriate and delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/ Officer(s) of the Bank, to give effect to this resolution.”

**By Order of the Board,
For CSB Bank Limited**

**Sd/-
Place: Thrissur
Date: February 02, 2024**

**Sijo Varghese
Company Secretary**

NOTES:

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Rules setting out the material facts and reasons for the proposed resolutions of the Postal Ballot Notice and disclosure as required under the applicable provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and SS-2 are appended herein below for your consideration.

2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Bank /RTA/ Depositories as at close of business hours on Friday, February 02, 2024 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Bank or its Registrar and Share

Transfer Agent, Link Intime India Private Limited (“**RTA**”) as on the Cut-off date.

3. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid

business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote E-Voting only. The Bank has engaged the services of NSDL to provide Remote e-Voting facility to its members.

4. A copy of the Postal Ballot Notice is available on the website of the Bank at www.csb.co.in, website 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 also on the website of e-Voting service provider i.e. NSDL, e-Voting website at www.evoting.nsdl.com.
5. All relevant documents referred to in this Postal Ballot Notice requiring the approval of the members will be available for inspection at the Registered Office of the Bank during office hours from 10:00 a.m. to 2:00 p.m. on all working days until closure of time for casting vote through remote e-voting, and also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the time of closure of the voting period. Members seeking to inspect such documents can send an e-mail to board@csb.co.in, mentioning their name, Client ID or DP ID.

6. Brief profile and other additional information of the proposed appointee and also the director for whom the approval for the revision in the fixed pay is being sought as set out in this Postal Ballot Notice, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to this Notice.
7. To support the 'Green Initiative', Members who have not yet registered their email addresses 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.
8. Dispatch of the Notice shall be deemed to be completed on the day on which the Bank or NSDL sends out the Postal Ballot Notice by e-mail to the members of the Bank.
9. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members, subject to the provisions of the Banking Regulation Act, 1949, as on close of business hours on Friday, February 02, 2024, i.e. the **Cut-off date**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-Voting process. It is however, clarified that all the persons who are members of the Bank as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolutions specified in this 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 Postal Ballot Notice for information purpose only.** A Member cannot exercise his vote by proxy on Postal Ballot.
10. The Remote e-Voting facility will commence on Tuesday, February 6, 2024 at 09:00 a.m. IST and will end on Wednesday, March 6, 2024 at 05:00 p.m. IST. Remote e-Voting facility will be blocked by NSDL immediately thereafter and the members will not be allowed to cast their votes beyond the said date and time.
11. Members are requested to cast their vote through the remote e-Voting process not later than 05.00 p.m. IST on Wednesday, March 6, 2024, in order to be eligible for being considered, failing which it will be strictly treated as if no vote has been cast by the Member.
12. Once the votes on the resolutions are cast by the Members, the Members will not be allowed to change them subsequently.
13. The Board of Directors of the Bank have appointed Mr. P.D. Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi, as Scrutinizer, to scrutinize the Postal Ballot through remote e-Voting process in a fair and transparent manner. Mr. P.D. Vincent, has communicated his willingness for such appointment.
14. The Scrutinizer's decision on the validity of the e-Voting shall be final and binding on all.
15. The Scrutinizer will submit his report to the Chairman/Managing Director & CEO of the Bank or any person authorised by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairman/Managing Director & Chief Executive Officer, or such person as authorised, on or before 05:00 p.m. IST on Friday, March 8, 2024 at Registered Office, Thrissur. The Chairman or such authorised person shall countersign the same. The results along with the Scrutinizer's Report will be displayed on the website of the Bank at www.csb.co.in, the e-Voting website of NSDL at www.evoting.nsdl.com and also shall be communicated to stock exchanges; BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com, where the Bank's Equity Shares are listed and be made available on their respective websites. The Bank will also display the results of the Postal Ballot along with the Scrutinizer's report at its Registered Office at Thrissur.
16. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, March 06, 2024, i.e. the last date specified for receipt of votes through the Remote e-Voting process.
17. **Procedure for registration of email address with the Bank/Depository Participants:** Members are requested to register the email address with their concerned DPs, in respect of electronic holding and with Link Intime India Private Limited/Bank, in respect of physical holding, by sending a request duly signed by the 1st named shareholder, the format of which is available at the 'Investor Relations' section of the

Bank's website, www.csb.co.in. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / RTA/Bank to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address, in future.

18. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1	Access to NSDL e-Voting system
Step 2	Cast your vote electronically on NSDL e-Voting system.

In order to increase the efficiency of the voting process, pursuant to a public consultation, 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 to NSDL e-Voting system
A) Login method for e-Voting for Individual shareholders holding securities 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 for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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 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 hold 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. Additionally, there is 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) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use **Forgot User ID** and **Forgot 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000 and 022 - 2499 7000
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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- 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, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account

with NSDL or CDSL) option available on www.evoting.nsdl.com

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 :	Cast your vote electronically on NSDL e-Voting system.
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How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

19. General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy

(PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to svjsassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. There will be one login for every Folio/Client ID irrespective of the number of joint holders.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India, at evoting@nsdl.com.

20. Process for those shareholders whose email address are not registered with the depositories for procuring user id and password and registration of e-mail address for e-Voting for the resolutions set out in this notice.

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate/s (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to coimbatore@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (8 digit DPID + 8 digit CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN

(self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to coimbatore@linkintime.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board,
For CSB Bank Limited**

**Place: Thrissur
Date: February 02, 2024**

Sd/-
**Sijo Varghese
Company Secretary**

EXPLANATORY STATEMENT

[Pursuant to Sections 102(1) of the Companies Act, 2013 ("Act")]

Item No.1

Appointment of Ms. Renu Kohli (DIN: 07981627) as Non-Executive Independent Director of the Bank

The Board of Directors of the Bank, based on the recommendations of the Nomination & Remuneration Committee of the Board, and pursuant to the provisions of Sections 149, 161(1) 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 Ms. Renu Kohli (DIN: 07981627), as an Additional Director (Non- Executive & Independent) of the Bank w.e.f. December 14, 2023, for a period of five (5) years, subject to the approval of the Members of the Bank.

In terms of Section 161(1) of the Companies Act, 2013, Ms. Renu Kohli 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. However, as per Regulation 17(1C) of the SEBI Listing Regulations, Ms. Renu Kohli shall hold office up to the date of next General Meeting 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 Ms. Renu Kohli for the office of Director/ Independent Director. Ms. Renu Kohli, has furnished her 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. Ms. Renu Kohli has also given a declaration to the effect that she 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 she is not disqualified from being appointed as a Director of the Bank in terms of Section 164 of the Companies Act, 2013. Ms. Renu Kohli also confirmed that she is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

The Nomination & Remuneration Committee of the Board had assessed the profile of Ms. Renu Kohli and found her 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 her appointment to the Board.

The Committee, in terms of Regulation 19 (4) read with Part D of the Schedule II SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, considered and evaluated balance of skills, knowledge and experience required on the Board, which were earlier identified by the Board and considering Ms. Renu Kohli vast expertise and knowledge in the field of Banking, Economics, Agriculture & Rural Economy and Small Scale Industry, and further based on need/flexibility/comfortability of having more independent directors in such role/capability, felt that she would be fit for the position of independent director and accordingly recommendation was made for her appointment as an Independent Director 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 & Remuneration Committee of the Bank, have reviewed the profile of Ms. Renu Kohli and the declarations and found that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and the Board is of the opinion that she fulfils the conditions specified in the Act and Rules made thereunder for such an appointment and she fulfils the criteria of independence and is independent of the Management. In the opinion of the Board, Ms. Renu Kohli 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 her vast expertise and knowledge in the field of Banking, Economics, Agriculture & Rural Economy and Small Scale Industry, the Board felt that it would be in the interest of the Bank that Ms. Renu Kohli is appointed as an Independent Director on the Board of the Bank.

Ms. Renu Kohli's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Ms. Renu Kohli 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, Ms. Renu Kohli has enrolled her name in the online databank of Independent Directors maintained by the Ministry of Corporate Affairs(MCA) along with Indian Institute of Corporate Affairs (IICA) and has successfully qualified the online proficiency self-assessment test in terms of Rule 6(4) of The Companies (Appointment and Qualifications of Directors) Rules, 2014.

Additional information in respect of Ms. Renu Kohli, 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 Ms. Renu Kohli 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 & Remuneration Committee of the Board and Board of Directors recommend the resolution in relation to the appointment of Ms. Renu Kohli as Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set out in Item No. 1 of the notice, for approval of the Members by way of a Special Resolution.

Except Ms. Renu Kohli or her 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. 1 of the notice.

Item No.2

Revision in the fixed pay of Mr. Pralay Mondal (DIN: 00117994), Managing Director & CEO of the Bank, with effect from April 1, 2023

Mr. Pralay Mondal (DIN: 00117994) was appointed as the Managing Director & CEO of the Bank for a period of three years with effect from September 15, 2022, pursuant to

receipt of the approval of Reserve Bank of India in terms of Section 35B of the Banking Regulation Act, 1949. He held the position of Deputy Managing Director of the Bank from February 17, 2022 and up to September 14, 2022, and prior to that, he held the position of President (Retail, SME, Operations and IT). He was appointed as the Managing Director & CEO (Interim) from April 1, 2022, till September 14, 2022.

The Bank under the leadership of Mr. Pralay Mondal, made all-round progress on operational as well as financial front during the financial year ended March 31, 2023 and achieved performance parameters set for the said period, which was in line with the change management theme 'Sustain Build Scale 2030 (**SBS 2030**) that your Bank had rolled out in FY 2022–23. In the said period, the Bank reported its highest ever operating profit and net profit in its history. The key performance milestones that were set for FY 23 were to sustain the core strengths and to initiate the build phase, and in both the milestones, your Bank fared well.

Considering the all-round progress made in the financial year ended March 31, 2023 and further the efforts that he has to put in place to achieve the target set for the coming year and also as a motivation tool to take the challenge to lead the Bank to achieve growth trajectory in line with the "SBS 2030" and as recommended by the Nomination & Remuneration Committee, the Board approved to increase the fixed pay, allowances and perquisites of Mr. Pralay Mondal, Managing Director & CEO of the Bank, from. ₹2,30,00,000 (Rupees Two Crore Thirty Lakh only) to ₹2,42,00,000 (Rupees Two Crore Forty two Lakhs only) with effect from April 1, 2023, as detailed in the resolution No.2 of the notice. Reserve Bank of India had accorded its approval for revision of fixed pay, allowances and perquisites with effect from April 1, 2023.

The Nomination & Remuneration Committee and Board of Directors recommend the resolution in relation to revision of fixed pay payable to Mr. Pralay Mondal, Managing Director & CEO of the Bank, with effect from April 1, 2023 as set out in Item No. 2 of the notice for approval of the Members by way of an Ordinary Resolution in terms of Section 196 of the Act.

Additional information in respect of Mr. Pralay Mondal, Managing Director & CEO, pursuant to the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Mr. Pralay Mondal or his relatives, none of the Directors or Key Managerial Personnel of the Bank and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of this notice.

Item No.3

Material related party transactions in the nature of acceptance of deposits from the promoter and promoter group entities in current accounts or any other accounts of similar nature or other types of accounts permitted to be opened under applicable laws

In terms of Regulation 2(1)(zc) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), any transaction involving transfer of resources, services or obligations between a listed entity and its related party shall be construed as a related party transaction. In line with the same, the transaction with related parties with respect to acceptance of deposits in current account or any other similar accounts/ other types of accounts permitted to be opened under applicable laws, shall be considered as a related party transaction with the Bank.

As per the provisions of Section 188 of the Companies Act, 2013 (“**Act**”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, the provisions of Regulation 23 of the SEBI Listing Regulations as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, and the Bank’s ‘Policy on materiality of related party transactions and on dealing with related party transactions’, mandates prior approval of members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. Further, in terms of Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) either individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower (“**Materiality Threshold**”). Further in terms of the said SEBI Listing Regulations, the Act read with Rule 6A and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committee of the Board, pursuant to recommendation of the Board, shall accord omnibus approval for such transactions which are in repetitive and continuous in nature and such approval shall

be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year. Further, a related party transactions for which the audit committee of the Board has granted omnibus approval shall continue to be placed before the shareholders if it is material in terms of the said regulations.

Accordingly, the Board and the Audit Committee of the Board, subject to the approval of the members of the Bank and other requisite approvals as may be required, if any, have accorded approval/ omnibus approval for the transactions/arrangements with related parties as outlined hereunder, for entering into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise) for acceptance of deposits in current account or any other similar accounts/other types of accounts permitted to be opened by the Bank under applicable laws, whether by way of fresh deposit(s) or otherwise, from time to time, with the related parties. The value of each transaction/ value of all transactions together/ the balance in any such account for which approval accorded, on any day during the remaining period of the financial year ending on March 31, 2024 and up to the date of the ensuing Annual General Meeting of the Bank for the financial year 2023-24, shall not exceed ₹5,000 crores, provided however, that the said contracts/ arrangements/transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Bank.

As per the arrangement, the Bank would be acting only as a facilitator for the said banking transactions for the promoter/promoter group entities, in the same manner as for transactions of other customers of the Bank and the Bank would not be able to foresee the transactions which the said parties are likely to route through the Bank account. Further, once an account is opened, the Bank cannot legally stop amounts from coming into the said account, and it is entirely up to the discretion of the customer how much amount it seeks to place into the deposit, provided such transactions are permitted as per the extant regulations. However, the value of such banking transactions all together may not exceed ₹5000 Crores under any circumstances. All transactions will be undertaken pursuant to specific approvals/ registrations/licenses held by the Bank and in accordance with the applicable laws and are therefore, in the interest of the Bank only.

The Board and the Audit Committee of the Board recommend the resolution to approve the said material related party transactions, recurring in nature as set out in Item No. 3 of the notice for approval of the members of the

Bank by way of an Ordinary Resolution to be passed by means of this postal ballot.

Except the directors, Mr. Madhavan Menon and Mr. Sumit Maheshwari, 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. 3 of the notice. Mr. Madhavan Menon and Mr. Sumit Maheshwari being interested in this resolution, disclosed the nature of their interest and did not participated in the meeting of the Audit Committee and the Board, as the case may be, when the proposal was taken up for consideration and approval.

FIH Mauritius Investments Ltd ("FIHM") holds 49.72 % of equity shares in the Bank and is the promoter of the Bank and FIH Private Investments Ltd is the wholly owned subsidiary of FIHM. None of the Directors of the bank have any shareholding interest in FIH Mauritius Investments Ltd and FIH Private Investments Ltd.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party/ies shall vote to approve the Ordinary Resolution at Item No. 3 of the accompanying Postal Ballot Notice.

Additional information on the Related Party Transaction under Companies Act, 2013 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.

Sl. No.	Particulars	Disclosures
1.	Name of the related party	(i) FIH Mauritius Investments Ltd (ii) FIH Private Investments Ltd
2.	Name of the director or key managerial personnel who is related	Mr. Madhavan Menon and Mr. Sumit Maheshwari
3.	Nature of relationship	FIH Mauritius Investments Ltd ("FIHM") holds 49.72 % of equity shares in the Bank and is the promoter of the Bank. FIHM, the promoter and related party of the Bank, is the holding company of FIH Private Investments Ltd
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	The transaction pertains to acceptance of deposits in current account or any other similar accounts / other types of accounts permitted to be opened under applicable laws. Once an account is opened, the Bank cannot legally stop amounts coming into the customer's account and it is entirely up to the discretion of the customer how much amount it seeks to place into the deposit. However, the value of such banking transactions may not exceed ₹5000 Crores under any circumstances. Currently, no interest is paid by the Bank on current account balance maintained by a customer. The Bank levies normal banking charges on the current account customers for various services. For any other similar accounts/other types of accounts, levy of charges, fees, and payment interest, as applicable, shall be made in accordance with the Bank's policies and RBI norms, and further the same is in line with or similar to all customers who are not related to/ part of any related parties of the Bank.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	These transactions are in the normal course of banking business of the Bank and at arm's length basis which may include related parties of the Bank.
6.	A summary of the information provided by the management of the Bank to the Audit Committee	The transaction pertains to acceptance of deposits in current account or any other similar accounts/ other types of accounts permitted to be opened by applicable laws.

		<p>These transactions are in the normal course of banking business of the Bank and at arm's length basis which may include related parties of the Bank.</p> <p>Once an account is opened, the Bank cannot legally stop amounts coming into the customer's account and it is entirely up to the discretion of the customer how much amount it seeks to place into the deposit. However, the value of such banking transactions all together may not exceed ₹ 5000 Crores under any circumstances.</p> <p>Currently, no interest is paid by the Bank on current account balance maintained by a customer. The Bank levies normal banking charges on the current account customers for various services.</p> <p>For any other similar accounts/other types of accounts, levy of charges, fees, and payment interest, as applicable, shall be made in accordance with the Bank's policies and RBI norms, and further the same is in line with or similar to all customers who are not related to/ part of any related parties of the Bank.</p> <p>The proposed approval limit is 189.71% of the annual consolidated turnover of the Bank.</p>
7.	Justification for why the proposed transaction is in the interest of the listed entity	These transactions are in the normal course of banking business of the Bank and at arm's length basis which may include related parties of the Bank.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email addresses of the shareholders	Not applicable for the said transactions
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	The proposed approval limit is 635.60% and 1484.52% of the annual consolidated turnover of FIH Mauritius Investments Ltd and FIH Private Investments Ltd, respectively.

Item No.4

Material related party transactions in the nature of permitted foreign exchange transactions including international cross border transactions with the promoter and promoter group entities

In terms of Regulation 2(1)(zc) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), any transaction involving transfer of resources, services or obligations between a listed entity and its related party shall be construed as a related party transaction. In line with the same, the contracts/ arrangements/transactions entered into by the Bank in its ordinary course of business pertaining to permitted foreign exchange transactions including international cross border transactions, with its related parties on an arm's length basis, wherein the Bank acts as an authorised dealer in

foreign exchange, shall be considered as a related party transaction with the Bank.

As per the provisions of Section 188 of the Companies Act, 2013 ("**Act**"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, the provisions of Regulation 23 of the SEBI Listing Regulations as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, and the Bank's 'Policy on materiality of related party transactions and on dealing with related party transactions', mandates prior approval of members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, in terms of regulation 23 of the SEBI Listing Regulations, a transaction with a

related party shall be considered material if the transaction(s) either individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower ("**Materiality Threshold**"). Further in terms of the said SEBI Listing Regulations, the Act read with Rule 6A and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committee of the Board, pursuant to recommendation of the Board, shall accord omnibus approval for such transactions which are in repetitive and continuous in nature and such approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year. Further, a related party transaction for which the audit committee of the Board has granted omnibus approval shall continue to be placed before the shareholders if it is material in terms of the said regulations.

Accordingly, the Board and the Audit Committee of the Board, subject to the approval of the members of the Bank and other requisite approvals as may be required, if any, have accorded approval/ omnibus approval for the transactions/arrangements with related parties as outlined hereunder, for entering into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise) pertaining to foreign exchange transactions including international cross border transactions, wherein the Bank acts as authorised dealer in foreign exchange. The aggregate value of such transactions either individually or taken together with previous transactions at any point of time, for which approval accorded, during the remaining period of the financial year ending on March 31, 2024 and upto the date of the ensuing Annual General Meeting of the Bank for the financial year 2023-24, shall not exceed ₹5,000 Crores, provided however, that the said contracts/ arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.

As per the arrangement, the Bank offers/ undertakes/ facilitates such banking transactions as an authorised dealer for the promoter/promoter group entities, in the same

manner as offering, undertaking, or facilitating to other customers of the Bank. In such a scenario, the Bank would not be able to foresee the transactions which the promoter/promoter group entities are likely to route through the Bank, and the Bank is allowed to deal with all such transactions provided such transactions are permitted to be undertaken by the Bank as per the extant regulations. However, the value of such banking transactions may not all together exceed ₹5000 Crores under any circumstances. All transactions will be undertaken pursuant to specific approvals/registrations/licenses held by the Bank and in accordance with the applicable laws and are therefore, in the interest of the Bank only.

The Board and the Audit Committee of the Board recommend the resolution to approve the said material related party transactions, recurring in nature as set out in Item No. 4 of the notice for approval of the members of the Bank by way of an Ordinary Resolution to be passed by means of this postal ballot.

Except the directors, Mr. Madhavan Menon and Mr. Sumit Maheshwari, 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. Mr. Madhavan Menon and Mr. Sumit Maheshwari being interested in this resolution, disclosed the nature of their interest and did not participated in the meeting of the Audit Committee and the Board, as the case may be, when the proposal was taken up for consideration and approval.

FIH Mauritius Investments Ltd ("FIHM") holds 49.72 % of equity shares in the Bank and is the promoter of the Bank and FIH Private Investments Ltd is the wholly owned subsidiary of FIHM. None of the Directors of the Bank have any shareholding interest in FIH Mauritius Investments Ltd and FIH Private Investments Ltd.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party/ies shall vote to approve the Ordinary Resolution at Item No. 4 of the accompanying Postal Ballot Notice.

Additional information on the Related Party Transaction under Companies Act, 2013 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 read with SEBI Master Circular SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023

Sl. No.	Particulars	Disclosures
1.	Name of the related party	(i) FIH Mauritius Investments Ltd (ii) FIH Private Investments Ltd

2.	Name of the director or key managerial personnel who is related	Mr. Madhavan Menon and Mr. Sumit Maheshwari
3.	Nature of relationship	<p>FIH Mauritius Investments Ltd ("FIHM") holds 49.72 % of equity shares in the Bank and is the promoter of the Bank.</p> <p>FIHM, the promoter and related party of the Bank, is the holding company of FIH Private Investments Ltd</p>
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	<p>The transaction pertains to permitted foreign exchange transactions including International cross border transactions.</p> <p>The Bank offers or undertakes such transactions as an authorised dealer in the normal course of its banking business. However, the value of such banking transactions may not exceed ₹5000 Crores under any circumstances.</p> <p>The terms of transactions are based on the requirements of the Bank and related parties and is subject to RBI norms and Bank's internal policies of respective products which are applicable to all customers (related/unrelated).</p>
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	These transactions are done at prevailing market rates with/without margins and in the ordinary course of business with various customers/ counter parties (related/unrelated).
6.	A summary of the information provided by the management of the Bank to the Audit Committee	<p>The transaction pertains to permitted foreign exchange transactions including international cross border transactions. These transactions are done at prevailing market rates with/without margins and in the ordinary course of business with various counter parties /customers (related/unrelated).</p> <p>The Bank offers or undertakes such transactions as an authorised dealer. However, the value of such banking transactions all together may not exceed ₹5000 Crores under any circumstances.</p> <p>The terms of transactions are based on the requirements of the Bank and related parties and is subject to RBI norms and Bank's internal policies of respective products which are applicable to all customers (related/unrelated).</p> <p>The proposed approval limit is 189.71% of the annual consolidated turnover of the Bank.</p>
7.	Justification for why the proposed transaction is in the interest of the listed entity	These transactions are done at prevailing market rates with/without margins and in the ordinary course of business with various counter parties and customers (related/unrelated). Therefore, it is in the interest of the Bank.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email addresses of the shareholders	Not applicable for the said transactions

9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	The proposed approval limit is 635.60% and 1484.52% of the annual consolidated turnover of FIH Mauritius Investments Ltd and FIH Private Investments Ltd, respectively.
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**By Order of the Board,
For CSB Bank Limited**

**Place: Thrissur
Date: February 02, 2024**

**Sd/-
Sijo Varghese
Company Secretary**

Additional information on Directors seeking appointment/approval for whom the revision in the fixed pay is being sought as set out in this Postal Ballot Notice, in terms of Regulation 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 Ms. Renu Kohli

Name	Ms. Renu Kohli, (DIN: 07981627)		
Date of Birth/Age	April 26, 1960	63 years	
Nationality	Indian		
Educational Qualification	DPhil Economics		
Nature of expertise in specific functional areas	Banking, Economics, Agriculture & Rural Economy and Small Scale Industry		
Date of first appointment on Board	December 14, 2023		
Brief resume including Experience	Ms. Renu Kohli, is an economist with research and practitioner experience on macroeconomic policies and issues. Ms. Renu Kohli is currently the Senior Fellow, at the Centre for Social and Economic Progress (CSEP) an independent, public policy think tank based in New-Delhi. She has previously worked with the RBI, the IMF and thinktanks including ICRIER and the Institute of Economic Growth. Her work has focused on financial sector liberalization, capital flows and exchange rate management in emerging markets with special India focus, international macroeconomic coordination, and recently, the macroeconomic impact of decarbonisation in India. She has diverse exposure to central banking and macroeconomic surveillance. Ms. Renu Kohli has been published in refereed journals such as the Review of Development Economics, Journal of Development Studies, Journal of Asian Economics, Oxford University Press, IMF Working Papers, RBI Staff papers, and contributed to edited volumes. She has exposure to multilateral surveillance including Article IV missions; as short-term expert with IMF Institute, her training missions include courses on financial programming & policies and macroeconomic diagnostics. Ms. Renu Kohli has wider engagement with the private financial sector and investors through talks, presentations and consultation on Indian macroeconomic policies.		
Directorship held in other listed Companies	Nil		
Directorships in other companies / Positions in other entities	Sl. No.	Name of the Company	Position
	1.	National Commodities Management Services Limited	Independent Director
	2.	NCML Finance Private Limited	Independent Director
Memberships in the Committees of Board of other listed Companies	Nil		
Memberships / chairmanships of Committees of the Boards of other Companies	Nil		
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	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 2023-24 and till the date of this Notice	1 out of 1 (from the date of her appointment)
Details of membership/ chairmanship in the Committees of the Board of the Bank	Nil
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	<p>The proposed appointment of Ms. Renu Kohli as an Independent Director of the Bank is for a period of 5 (five) years commencing from December 14, 2023 up to December 13, 2028 (both dates inclusive).</p> <p>The terms and conditions of appointment of Ms. Renu Kohli 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>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India, Ms. Renu Kohli has relevant skills, experience and expertise in the areas of Banking, Economics, Agriculture & Rural Economy and Small Scale Industry'

2. Profile of Mr. Pralay Mondal

Name	Mr. Pralay Mondal (DIN: 00117994)	
Date of Birth/Age	October 17, 1965	58 years
Nationality	Indian	
Educational Qualification	Electrical Engg. (Hons.) – IIT Kharagpur PGDBM Specialised in Marketing – IIM Calcutta	
Nature of expertise in specific functional areas	Banking	
Date of first appointment on Board	February 17, 2022 as Deputy Managing Director of the Bank	
Brief resume including Experience	<p>Mr. Pralay Mondal has over 35 years of banking experience across multiple businesses and functions including retail assets, retail liabilities, business banking, products and technology. Mr. Pralay Mondal was appointed as the Managing Director & CEO of the Bank with effect from September 15, 2022. He held the position of Deputy Managing Director of the Bank from February 17, 2022 and up to September 14, 2022, and prior to that, he held the position of President (Retail, SME, Operations and IT). He was appointed as the Managing Director & CEO (Interim) from April 1, 2022, till September 14, 2022.</p> <p>Prior to joining the Bank, Mr. Pralay was Executive Director & Head of Retail Banking at Axis Bank. Before joining Axis Bank, Mr. Pralay was the Senior Group President and Head of Retail and Business Banking at Yes Bank. He was instrumental in setting up the entire retail franchise in that bank in a short period of time. At Yes Bank, Mr. Pralay used to frequently meet the Investors and Analysts and have been part of the core</p>	

	<p>group engaging with relevant people in India or overseas to represent the bank for raising capital. Prior to that he had a successful 12 years stint at HDFC Bank and was earlier associated with Standard Chartered Bank, Wipro InfoTech and Colgate Palmolive.</p> <p>Mr. Pralay's achievements include pioneering efforts in doorstep banking and direct sales, creating deep geography distribution, and building and scaling up of retail businesses. He is also credited with building capital market, wealth management, private banking, NBFC, credit cards, payments and digital businesses, from scratch.</p> <p>Mr. Pralay is an Engineer from IIT, Kharagpur and a Management graduate from IIM, Calcutta.</p>	
Directorship held in other listed Companies	Nil	
Directorships in other companies / Positions in other entities	Nil	
Memberships in the Committees of Board of other listed Companies	Nil	
Memberships / chairmanships of Committees of the Boards of other Companies	Nil	
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	Nil	
<p>Details of remuneration last drawn</p> <p><i>Note: Remuneration disclosed are for the period from September 15, 2022 to March 31, 2023, i.e., for the period Mr. Pralay Mondal held the position of Managing Director & CEO in the financial year 2022-23.</i></p>	Fixed Pay (Gross)	₹1,24,76,712.33/-
	Variable Pay	
	-Upfront*	₹ 31,25,000/-
	-Deferred [§]	₹ 31,25,000/-
	Variable Pay (Non-Cash component) [#]	Granted 39,123 Stock options to the value of ₹ 62,50,000/-, and the number of options granted was determined by arriving at the fair value of the options by using the Black-Scholes model.
	<p>*Paid on December 30, 2023</p> <p>[§]Payment shall be made in a phased manner and shall be paid over a period of three years from the date of the upfront payment, i.e., December 30, 2023.</p> <p>[#] Granted on January 08, 2024</p>	
Relationships between directors inter-se, Manager and other Key Managerial Personnel of the Bank	No relationship per se.	

Number of Board Meetings attended during his tenure (till the date of this Postal Ballot Notice)	Financial year	Number of Board Meetings held during the tenure	Number of Board Meetings attended during the tenure
	2022-23	11*	11
	2023-24	12	12
	Total		
*Mr. Pralay Mondal was appointed as the Managing Director & CEO of the Bank with effect from September 15, 2022.			
Details of membership/ chairmanship in the Committees of the Board of the Bank	Management Committee		Chairman
	Credit Committee		Member
	Risk Management Committee		Member
	NPA Management Committee		Special Invitee
	Stakeholders Relationship Committee		Member
	Committee for Monitoring Large Value Frauds		Member
	Customer Service Committee		Member
	Corporate Social Responsibility Committee		Member
	IT Strategy Committee		Member
Details of Directorships, Membership / Chairmanship in the Committees of the Board of the other Companies	NA		
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	Detailed in the Resolution no. 2 and Explanatory Statement to Item No. 2 of the Postal Ballot notice.		