

**Form No. MGT-9****EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2019**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

**I. Registration and Other Details**

i)	CIN	U65191KL1920PLC000175
ii)	Registration Date	November 26th, 1920
iii)	Name of the Company	The Catholic Syrian Bank Limited
iv)	Category / Sub-Category of the Company	Public Company Limited by Shares
v)	Address of the Registered Office and contact details	'CSB Bhavan', St. Mary's College Road, Post Box No. 502, Thrissur – 680 020, Kerala, India. Tel.: 0487 2333020 Fax: 0487 2338764 Email: <a href="mailto:investors@csb.co.in">investors@csb.co.in</a> Website: <a href="http://www.csb.co.in">www.csb.co.in</a>
vi)	Whether listed company Yes / No	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore – 641 006 Tel.: 0422 6549995, 2539835-836 Fax: 0422 2539837 Email: <a href="mailto:info@skdc-consultants.com">info@skdc-consultants.com</a>

**II. Principal Business Activities of the Company**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	BANKING	64191	100%

**III. Particulars of Holding, Subsidiary and Associate Companies**

Sr. No	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
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Not Applicable



(c-i) Trusts	14000	265144	279144	0.34	21999	-	21999	0.02	(0.32)
(c-ii) Directors & Relatives	22983	800	23783	0.03	-	-	-	-	(0.03)
(c-iii) Non Resident Indians	5742111	5396094	11138205	13.76	9461189	1781206	11242395	11.16	(2.60)
(c-iv) Inv. Education and Protection Fund Authority	218228	-	218228	0.27	315940	-	315940	0.31	0.04
(c-v) Hindu Undivided Families	328415	-	328415	0.41	507179	-	507179	0.50	0.09
<b>Sub-total (B) (2)</b>	<b>42844434</b>	<b>22706455</b>	<b>65550889</b>	<b>80.96</b>	<b>52305319</b>	<b>13245570</b>	<b>65550889</b>	<b>65.03</b>	<b>(15.93)</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>58255627</b>	<b>22706455</b>	<b>80962082</b>	<b>100.00</b>	<b>67716512</b>	<b>13245570</b>	<b>80962082</b>	<b>80.32</b>	<b>(19.68)</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>58255627</b>	<b>22706455</b>	<b>80962082</b>	<b>100.00</b>	<b>87548642</b>	<b>13245570</b>	<b>100794212</b>	<b>100.00</b>	<b>-</b>

\* Decrease in percentage of holding at the end of the Financial Year is due to allotment of shares to FIH Mauritius Investments Ltd.

## ii. Shareholding of Promoters

Sl No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of Total Shares	% of shares pledged / encumbered to total shares	No. of shares	% of Total Shares	% of shares pledged / encumbered to total shares	
1	FIH Mauritius Investments Ltd	-	-	-	19832130	19.68	-	N.A

(19832130 partly paid Equity Shares were allotted to FIH Mauritius Investments Ltd on October 16, 2018 along with 66463329 partly paid warrants (which are compulsorily convertible into or exchangeable for equity shares) as per the terms of Reserve Bank of India approval and as per the terms of the private placement Offer letter dated October 16, 2018.)

## iii. Change in Promoters' Shareholding (please specify, if there is no change)

Nil.

## iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):					
Sl. No	For Each of the Top 10 Shareholders Name, Date & Reason for change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>HDFC STANDARD LIFE INSURANCE COMPANY</b>	4044000	4.995	4044000	4.995
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)	-	-	4044000	4.012
2	<b>YUSUFFALI MUSALIAM VEETIL ABDUL KADER</b>	3581722	4.424	3581722	4.424
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)	-	-	3581722	3.553

3	<b>AGNUS CAPITAL LLP</b>		3081854	3.807	3081854	3.807	
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)		-	-	3081854	3.058	
4	<b>ICICI PRUDENTIAL LIFE INSURANCE CO LTD</b>		3044000	3.760	3044000	3.760	
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)		-	-	3044000	3.020	
5	<b>THE FEDERAL BANK LIMITED</b>		2785661	3.441	2785661	3.441	
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)		-	-	2785661	2.764	
6	<b>BRIDGE INDIA FUND</b>		2500000	3.088	2500000	3.088	
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)		-	-	2500000	2.480	
7	<b>VALLABH BHANSHALI</b>		2185392	2.699	2185392	2.699	
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)		-	-	2185392	2.168	
8	<b>SIGULER GUFF BRIC MAURITIUS</b>		2085393	2.576	2085393	2.576	
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)		-	-	2085393	2.069	
9	<b>GOPINATHAN C K</b>		2325724	2.873	2325724	2.873	
	Less	06.04.2018	Transfer	15000	0.019	2310724	2.854
	Less	20.04.2018	Transfer	10000	0.012	2300724	2.842
	Less	15.03.2019	Transfer	49000	0.049	2251724	2.234
	Less	29.03.2019	Transfer	178000	0.177	2073724	2.057
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)		-	-	2073724	2.057	
10	<b>SATELLITE MULTICOMM PRIVATE LIMITED</b>		1939097	2.395	1939097	2.395	
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)		-	-	1939097	1.924	

\* Decrease in percentage of holding at the end of the Financial Year is due to allotment of shares to FIH Mauritius Investments Ltd.

#### v. Shareholding of Directors and Key Managerial Personnel

Shareholding of Directors and Key Managerial Personnel					
Sl. No	For Each of the Directors and Key Managerial Personnel - Name, Date & Reason for change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company*
1	<b>Madhavan Karunakaran Menon #</b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)			Nil	N.A
2	<b>C. VR. Rajendran, Managing Director &amp; CEO</b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)			Nil	N.A
3	<b>Sumit Maheshwari</b>	Nil	N.A	Nil	N.A

	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)			Nil	N.A
4	<b>Thomas Mathew</b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)			Nil	N.A
5	<b>Bhama Krishnamurthy</b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)			Nil	N.A
6	<b>Madhavan Aravamuthan</b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)			Nil	N.A
7	<b>Syed Nagoor Ali Jinnah</b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)			Nil	N.A
8	<b>Alok Kochhar</b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year)(Resigned on 06.03.2019)			Nil	N.A
9	<b>V.G Venkatachalapathy, Addl. Director - RBI Nominee</b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year) (Ceased to be director on 13.03.2019)			Nil	N.A
10	<b>Subbaiah Singala, Addl. Director - RBI Nominee</b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year) (Ceased to be director on 10.03.2019)			Nil	N.A
11	<b>Bobby Jos C</b>	18156	0.022	18156	0.022
	At the end of the year ( or on the date of separation, if separated during the year) (Ceased to be Independent director on 27.09.2018)			18156	0.022
12	<b>Radha Unni</b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year) (Ceased to be Independent director on 27.09.2018)			Nil	N.A
13	<b>M. Madhavan Nambiar</b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year) (Ceased to be Independent director on 27.09.2018)			Nil	N.A
14	<b>V Maheswari, Chief Financial Officer<sup>^</sup></b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)			Nil	N.A
15	<b>Sijo Varghese, Company Secretary</b>	Nil	N.A	Nil	N.A
	At the end of the year ( or on the date of separation, if separated during the year)(31.03.2019)			Nil	N.A
16	<b>P.V Antony, Chief Financial Officer<sup>@</sup></b>	533	0.001	533	0.001
	At the end of the year ( or on the date of separation, if separated during the year)(Ceased to be Chief Financial Officer on 09.05.2018)			533	0.001

# Appointed as Part-time Chairman w.e.f April 22, 2019

\* Decrease in percentage of holding at the end of the Financial Year is due to allotment of shares to FIH Mauritius Investments Ltd.

<sup>^</sup> Appointed as Chief Financial Officer w.e.f May 9, 2018.

<sup>@</sup> Ceased to be Chief Financial Officer w.e.f May 9, 2019.

## V. Indebtedness

₹ in crore

	Secured Loans excluding Deposits	Unsecured Loans	Deposits*	Total Indebtedness	
<b>Indebtedness at the beginning of the financial year</b>					
I	Principal Amount	-	41.80	-	41.80
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	4.89	-	4.89
<b>Total</b>		-	<b>46.69</b>	-	<b>46.69</b>
<b>Change in Indebtedness during the financial year</b>					
Addition		-	4.88	-	4.88
Reduction (net)		-	49.12	-	49.12 <sup>^</sup>
<b>Net Change</b>		-	-	-	-
<b>Indebtedness at the end of the financial year</b>					
I	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
lii	Interest accrued but not due	-	-	-	-
<b>Total</b>		-	-	-	-

\*Deposits received by the Bank in the ordinary course of business does not amount to deposits in terms of the provisions of the Companies Act, 2013, hence, not included hereinabove.

<sup>^</sup> CSBL Bonds – 2012 – Series-I aggregating of ₹41.80 crore, were redeemed on March 30, 2019.

## VI. Remuneration of Directors and Key Managerial Personnel

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Total Amount
<b>Name of Managing Director &amp; CEO : Mr. C. VR. Rajendran</b>		
1	Gross Salary	(₹)
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	67,68,000.00
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL
(d)	Performance Linked Incentives	NIL
(e)	Service contracts, notice period and severance fees	As per the agreement for appointment of MD&CEO
2	Stock Option (Nos)	NIL
3	Sweat Equity	NIL
4	Commission	NIL
	- as % of profit	
	- others, specify	
5	Others	6,00,000.00
	- LFC	

	- PL Encashment	3,60,000.00
	- PF	4,32,000.00
<b>Total (A)</b>		<b>81,60,000.00</b>
<b>Ceiling as per the Act</b>	Being a banking company under the Banking Regulation Act, 1949, the relevant provisions on managerial remuneration under the Companies Act, 2013 are not applicable.	

**B. Remuneration to other directors: ®**

(₹)

Sr. No	Particulars of Remuneration	Name of Directors	Total Amount
1	<b>Independent Directors</b>		
	• Fee for attending Board/ Committee Meetings	Sri. Thomas Mathew	10,90,000.00
		Smt. Bhama Krishnamurthy (From 03.09.2018)	6,20,000.00
		Sri. Madhavan Aravamuthan (From 13.12.2018)	3,40,000.00
		Sri. Syed Nagoor Ali Jinnah (From 06.03.2019)	1,20,000.00
		Sri. Alok Kochhar (till 06.03.2019)	8,20,000.00
		Sri. Bobby Jos C (till 26.09.2018)	3,80,000.00
		Smt. Radha Unni (till 26.09.2018)	4,00,000.00
		Sri. Madhavan Nambiar M (till 26.09.2018)	2,60,000.00
	• Commission		NIL
	• Others, please specify		NIL
	<b>TOTAL (1)</b>		<b>40,30,000.00</b>
2	<b>Other Non-Executive Directors,</b>		
	• Fee for attending Board/ Committee Meetings	Sri. Madhavan Karunakaran Menon (From 03.09.2018) *	NIL
		Sri. Sumit Maheshwari (From 03.09.2018)	NIL
		Sri. Subbaiah Singala (Addl. Director - RBI Nominee) (till 09.03.2019)	NIL
		Sri. V.G. Venkatachalapathy (Addl. Director - RBI Nominee) (till 12.03.2018)	NIL
	• Commission		NIL
	• Others, please specify		NIL
	<b>TOTAL (2)</b>		<b>NIL</b>
<b>TOTAL (B) = (1)+(2)</b>			<b>40,30,000.00</b>
<b>Total Managerial Remuneration (A)+(B)</b>			<b>1,21,90,000.00</b>
<b>Overall Ceiling as per the Act</b>	Being a banking company under the Banking Regulation Act, 1949, the relevant provisions on managerial remuneration under the Companies Act, 2013 are not applicable.		

\* Appointed as Part-time Chairman w.e.f April 22, 2019.

® No Directors of the Bank except MD&CEO is entitled for variable pay /incentives other than sitting fee for attending Board and Committee meetings.

Bank has not paid/ proposed any Variable pay / Incentives to the Managing Director & CEO during the period under review.

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sr. No	Particulars of Remuneration	Chief Financial Officer		Company Secretary	Total Amount
		Shri. P.V Antony (01.04.2018 – 09.05.2018)	Smt. V Maheswari (10.05.2018 – 31.03.2019)	Shri. Sijo Varghese (01.04.2018- 31.03.2019)	
1	Gross Salary	(₹)	(₹)	(₹)	(₹)
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,07,134.22	15,39,053.01	14,74,454.87	32,20,642.10
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option (Nos)	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission				NIL
	- as % of profit	NIL	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
<b>TOTAL</b>		<b>2,07,134.22</b>	<b>15,39,053.01</b>	<b>14,74,454.87</b>	<b>32,20,642.10</b>

**VII. Penalties / Punishment/ Compounding of Offences:**

Type	Section of the Companies Act	Brief Description	Details of Penalties / Punishment/ Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
<b>A. Company</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. Other officers in default</b>					
Penalty			NIL		
Punishment					
Compounding					

By Order of the Board  
Sd/-

**Madhavan Menon**

Chairman

(DIN:00008542)

Place: Mumbai

Date : May 23, 2019