

Name of the Entity: **CSB BANK LIMITED**

Period Ending: **March 31, 2022**

Sr	Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure @	Date of Birth	No. Of directors hip in listed entities including CSB Bank Limited [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including CSB Bank Limited [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including CSB Bank Limited (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including CSB Bank Limited (Refer Regulation 26(1) of Listing Regulations)
1.	Mr.	Aravamuthan Madhavan	AAHPM7872P	Part – time Chairman Non-Executive - Independent Director	December 13, 2018	NA*	NA	40	23.04.1954	1	1	ACB - 0	ACB - 0
			01865555									SRC - 0	SRC - 0
2.	Mr.	Rajendran Chinna Veerappan	AAMPR9608R	Managing Director and Chief Executive Officer	December 9, 2016	December 9, 2019	March 31, 2022 <sup>#</sup>	NA	08.04.1955	1	0	ACB - 1	ACB - 0
			00460061									SRC - 1	SRC - 0
3.	Mr.	Pralay Mondal	ADNPM5725C	Deputy Managing Director	February 17, 2022	NA	NA	NA	17.10.1965	1	0	ACB - 0	ACB - 0
			00117994									SRC - 0	SRC - 0

4.	Mr.	Madhavan Karunakaran Menon	AAGPM4373G	Non-Executive - Non Independent Director	September 3, 2018	August 12, 2021	NA	NA	12.02.1955	2	0	ACB - 2	ACB - 0
			00008542									SRC - 1	SRC - 1
5.	Mr.	Sumit Maheshwari	AJWPM7658P	Non-Executive - Non Independent Director	September 3, 2018	July 20, 2020	NA	NA	27.11.1982	3	0	ACB - 3	ACB - 0
			06920646									SRC - 0	SRC - 0
6.	Ms.	Bhama Krishnamurthy	AAPPK0269A	Non-Executive - Independent Director	September 29, 2018	September 29, 2021	NA	42	19.12.1954	5	5	ACB - 8	ACB - 1
			02196839									SRC - 0	SRC - 0
7.	Ms.	Sharmila Abhay Karve	AETPK7563H	Non-Executive – Independent Director	July 20, 2020	NA	NA	20	08.04.1965	4	4	ACB - 6	ACB - 3
			05018751									SRC - 2	SRC - 1
8.	Mr.	Sudhin Choksey	AAHPC1433E	Non-Executive – Independent Director	March 30, 2021	NA	NA	12	31.01.1954	2	2	ACB - 0	ACB - 0
			00036085									SRC - 2	SRC - 0
9.	Mr.	Sunil Srivastav	AMOPS9996H	Non-Executive – Independent Director	June 08, 2021	NA	NA	9	21.03.1958	3	3	ACB - 2	ACB - 1
			00237561									SRC - 2	SRC - 1
10	Mr.	Sharad Kumar Saxena	AANPS8052M	Non-Executive – Independent Director	February 19, 2022	NA	NA	0	10.10.1962	1	1	ACB - 1	ACB - 0
			08238872									SRC - 0	SRC - 0

1.	Whether Regular chairperson appointed	Yes
2.	Whether Chairperson is related to Managing Director or CEO	No

<sup>@</sup>. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

\* Reappointed as Independent Director at the Annual General Meeting held on August 12, 2021 for a period of three (3) years (i.e., from 29.06.2022 to 28.06.2025).

# Took early retirement from the position of Managing Director & CEO of the Bank, after office hours on March 31, 2022.

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ms. Sharmila Abhay Karve	Chairperson, Independent Director	20.08.2020	
		Mr. Madhavan Karunakaran Menon	Non-executive Director	13.12.2018	
		Ms. Bhama Krishnamurthy	Independent Director	25.03.2019	
		Mr. Sharad Kumar Saxena	Independent Director	21.02.2022*	
2. Nomination & Remuneration Committee	Yes	Ms. Bhama Krishnamurthy	Chairperson, Independent Director	13.12.2018	
		Mr. Madhavan Karunakaran Menon	Non-executive Director	29.09.2018	
		Mr. Aravamuthan Madhavan	Independent Director	17.03.2020	
3. Risk Management Committee	Yes	Mr. Sudhin Choksey	Chairman, Independent Director	06.07.2021	
		Mr. Rajendran Chinna Veerappan	Executive Director	09.12.2016	31.03.2022\$
		Mr. Madhavan Karunakaran Menon	Non-executive Director	29.09.2018	
		Mr. Aravamuthan Madhavan	Independent Director	13.12.2018	
		Ms. Bhama Krishnamurthy	Independent Director	25.03.2019	
4. Stakeholders Relationship Committee	Yes	Mr. Madhavan Karunakaran Menon	Chairperson, Non-executive Director	06.07.2021	
		Mr. Sudhin Choksey	Independent Director	29.04.2021	

		Mr. Rajendran Chinna Veerappan	Executive Director	01.03.2017	31.03.2022 <sup>\$</sup>
5. Corporate Social Responsibility Committee	Yes	Ms. Bhama Krishnamurthy	Chairperson, Independent Director	06.07.2021	
		Mr. Rajendran Chinna Veerappan	Executive Director	09.12.2016	31.03.2022 <sup>\$</sup>
		Mr. Sumit Maheshwari	Non-executive Director	13.12.2018	
		Mr. Sudhin Choksey	Independent Director	29.04.2021	

<sup>\$</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\*Appointed as a member of the Committee with effective from 21.02.2022

\$ Ceased to be member of the Committee due to early retirement from the position of Managing Director & CEO of the Bank, after office hours on March 31, 2022.

### III. Meetings of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)	
25.10.2021	08.01.2022	Yes	8	5	Current Quarter	33 days
17.12.2021	21.01.2022	Yes	8	5	Previous Quarter	52 days
					Previous to current quarter	11 days
27.12.2021	24.02.2022	Yes	9	5		
	08.03.2022	Yes	10	6		
	24.03.2022	Yes	10	6		
	28.03.2022	Yes	8	6		
	29.03.2022	Yes	8	5		

\* to be filled in only for the current quarter meetings

IV. Meetings of Committees						
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	
1. Audit Committee						
21.01.2022	Yes	3	2	25.10.2021	Current Quarter	33 days
24.02.2022	Yes	4	3	17.12.2021	Previous Quarter	52 days
24.03.2022	Yes	4	3		Previous to current quarter	34 days
2. Nomination & Remuneration Committee						
08.01.2022	Yes	3	2	17.12.2021	Current Quarter	27 days
21.01.2022	Yes	3	2	17.12.2021	Previous Quarter	-
18.02.2022	Yes	3	2		Previous to current quarter	21 days
24.02.2022	Yes	3	2			
08.03.2022	Yes	3	2			
22.03.2022	Yes	3	2			
24.03.2022	Yes	3	2			

28.03.2022	Yes	3	2			
29.03.2022	Yes	3	2			
3. Stakeholders Relationship Committee						
08.02.2022	Yes	3	1	26.11.2021	Current Quarter	-
					Previous Quarter	-
					Previous to current quarter	73 days
4. Risk Management Committee						
23.03.2022	Yes	5	3	26.11.2021	Current Quarter	-
					Previous Quarter	-
					Previous to current quarter	116 days
5. Corporate Social Responsibility Committee						
23.03.2022	Yes	4	2	26.11.2021	Current Quarter	-
					Previous Quarter	-
					Previous to current quarter	116 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional						
**to be filled in only for the current quarter meetings						

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	N.A
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	N.A
<b>Note:</b> <ol style="list-style-type: none"> <li>1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.</li> <li>2. If status is “No” details of non-compliance may be given here.</li> </ol>	

VI. Affirmations
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a) Audit Committee</li> <li>b) Nomination &amp; Remuneration Committee</li> </ol> </li> </ol>

c) Stakeholders Relationship Committee

d) Risk management committee

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Any comments/observations/advice of the board of directors may be mentioned here: Nil

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o=CSB BANK LIMITED, cn=SIJO  
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**Name: Sijo Varghese**

**Designation: Company Secretary and Compliance Officer**

**Note:**

*Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.*



## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="https://www.csb.co.in/about-us">https://www.csb.co.in/about-us</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://csb.co.in/pdf/Independent-Directors_Terms_and_Conditions.pdf">https://csb.co.in/pdf/Independent-Directors_Terms_and_Conditions.pdf</a>
c) Composition of various committees of board of directors	Yes	<a href="https://www.csb.co.in/pdf/Committee-List-w.e.f-April-2022.pdf">https://www.csb.co.in/pdf/Committee-List-w.e.f-April-2022.pdf</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://csb.co.in/pdf/Code-of-Corporate-Governance-Senior-Management-Personnel.pdf">https://csb.co.in/pdf/Code-of-Corporate-Governance-Senior-Management-Personnel.pdf</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.csb.co.in/pdf/Whistle-Blower-Policy02022022.pdf">https://www.csb.co.in/pdf/Whistle-Blower-Policy02022022.pdf</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://csb.co.in/pdf/Remuneration-criteria-for-non-Executive-or-Independent-Directors.pdf">https://csb.co.in/pdf/Remuneration-criteria-for-non-Executive-or-Independent-Directors.pdf</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://csb.co.in/pdf/PolicyondealingwithRelatedPartyTransactionsnew.pdf">https://csb.co.in/pdf/PolicyondealingwithRelatedPartyTransactionsnew.pdf</a>

h) Policy for determining 'material' subsidiaries	Yes	<a href="https://csb.co.in/pdf/Policy_for_Determining_Material_Subsiari es.pdf">https://csb.co.in/pdf/Policy_for_Determining_Material_Subsiari es.pdf</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://csb.co.in/pdf/FAMILIARISATION-PROGRAMMES-FOR-DIRECTORS.pdf">https://csb.co.in/pdf/FAMILIARISATION-PROGRAMMES-FOR-DIRECTORS.pdf</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://csb.co.in/pdf/Shareholders-Assistance-invest-corner.pdf">https://csb.co.in/pdf/Shareholders-Assistance-invest-corner.pdf</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://csb.co.in/pdf/Shareholders-Assistance-invest-corner.pdf">https://csb.co.in/pdf/Shareholders-Assistance-invest-corner.pdf</a>
l) Financial results	Yes	<a href="https://csb.co.in/investor-relations">https://csb.co.in/investor-relations</a> → Financial Results
m) Shareholding pattern	Yes	<a href="https://csb.co.in/investor-relations">https://csb.co.in/investor-relations</a> → Shareholding Pattern
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://csb.co.in/investor-relations">https://csb.co.in/investor-relations</a> → Investor Presentation
p) New name and the old name of the listed entity	Yes	<a href="https://www.csb.co.in/csb-bank-limited">https://www.csb.co.in/csb-bank-limited</a>
q) Advertisements as per regulation 47 (1)	Yes	<a href="https://csb.co.in/investor-relations">https://csb.co.in/investor-relations</a> → Intimations to Stock Exchanges
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="https://csb.co.in/investor-relations">https://csb.co.in/investor-relations</a> → Intimations to Stock Exchanges
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.csb.co.in/investor-relations">https://www.csb.co.in/investor-relations</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="https://csb.co.in/pdf/Policy-on-Determination-of-Materiality-of-Events.pdf">https://csb.co.in/pdf/Policy-on-Determination-of-Materiality-of-Events.pdf</a>

c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://csb.co.in/pdf/CSB_Dividend_Policy.pdf">https://csb.co.in/pdf/CSB_Dividend_Policy.pdf</a>
It is certified that these contents on the website of the listed entity are correct.		

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes

Recommendation of board	17(11)	Yes
Maximum number of directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA

Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes,
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

- 1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.
- 2 If status is “No” details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

### III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied: Not Applicable

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**Name: Sijo Varghese**

**Designation: Company Secretary and Compliance Officer**

# ANNEX IV

**Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year**

**Half year ending – 31.03.2022**

<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below</b>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	NA	NA	
Promoter Group or any other entity controlled by them	NA	NA	
Directors (including relatives) or any other entity controlled by them	NA	NA	
KMPs or any other entity controlled by them	NA	NA	
B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them	NA	NA	NA

Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (Cash, Shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

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DIVAKARA

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ou=ACCOUNTS DEPARTMENT, o=CSB Bank  
LTD, c=IN, cn=B K DIVAKARA  
Date: 2022.04.12 14:46:41 +05'30'

Name : B K Divakara

Designation : Chief Financial Officer



**Note**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company ; and
  - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.