

Name of the Entity: **CSB BANK LIMITED (Formerly The Catholic Syrian Bank Limited)**

Annexure I

Period Ending: **March 31, 2021**

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 directorship 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	28	23.04.1954	1	1	ACB - 1	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	NA	NA	08.04.1955	1	0	ACB - 1	ACB - 0
			00460061									SRC - 1	SRC - 0
3.	Mr.	Madhavan Karunakaran Menon	AAGPM4373G	Non-Executive - Non Independent Director	September 3, 2018	NA	NA	NA	12.02.1955	2	0	ACB - 4	ACB - 0
			00008542									SRC - 1	SRC - 0
4.	Mr.	Sumit Maheshwari	AJWPM7658P	Non-Executive - Non	September 3, 2018	July 20, 2020	NA	NA	27.11.1982	3	0	ACB - 5	ACB - 0
			06920646									SRC - 1	SRC - 0

				Independent Director									
5.	Ms.	Bhama Krishnamurthy	AAPPK0269A 02196839	Non-Executive - Independent Director	September 29, 2018	NA	NA	30	19.12.1954	5	5	ACB - 6 SRC - 1	ACB - 0 SRC - 0
6.	Mr.	Syed Nagoor Ali Jinnah	AGYPS5774K 05238633	Non-Executive - Independent Director	March 6, 2019	NA	NA	25	31.03.1958	1	1	ACB - 1 SRC - 1	ACB - 0 SRC - 1
7.	Ms.	Sharmila Abhay Karve	AETPK7563H 05018751	Additional Director (Non-Executive – Independent)	July 20, 2020	NA	NA	8	08.04.1965	3	3	ACB - 5 SRC - 2	ACB - 3 SRC - 1
8.	Mr.	Sudhin Choksey	AAHPC1433E 00036085	Additional Director (Non-Executive – Independent)	March 30, 2021	NA	NA	0	31.01.1954	1	1	ACB - 0 SRC - 0	ACB - 0 SRC - 0

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

®. 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.

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, Additional Director (Independent)	20.08.2020	
		Mr. Aravamuthan Madhavan	Independent Director	13.12.2018	
		Mr. Syed Nagoor Ali Jinnah	Independent Director	25.03.2019	
		Mr. Madhavan Karunakaran Menon	Non-executive Director	13.12.2018	
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. Sumit Maheshwari	Non-Executive Director	13.12.2018	
		Mr. Aravamuthan Madhavan	Independent Director	17.03.2020	
		Ms. Sharmila Abhay Karve	Additional Director (Independent)	20.08.2020	20.01.2021
3. Risk Management Committee	Yes	Mr. Sumit Maheshwari	Chairman, Non-Executive Director	29.09.2018	
		Mr. Rajendran Chinna Veerappan	Executive Director	09.12.2016	
		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. Syed Nagoor Ali Jinnah	Chairman, Independent Director	20.08.2020	
		Mr. Rajendran Chinna Veerappan	Executive Director	01.03.2017	
		Ms. Bhama Krishnamurthy	Independent Director	29.09.2018	
		Mr. Madhavan Karunakaran Menon	Non-executive Director	22.04.2019	
5. Corporate Social Responsibility Committee	Yes	Mr. Syed Nagoor Ali Jinnah	Chairman, Independent Director	25.03.2019	
		Mr. Rajendran Chinna Veerappan	Executive Director	09-12-2016	
		Mr. Sumit Maheshwari	Non-Executive Director	13-12-2018	
		Mr. Madhavan Karunakaran Menon	Non-Executive Director	29-09-2018	
\$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					

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)	
19.10.2020	19.01.2021	Yes	7	4	Current Quarter	54 days
15.12.2020	15.03.2021	Yes	7	4	Previous Quarter	56 days
	30.03.2021	Yes	7	4	Previous to current quarter	34 days
* 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						
18.01.2021	Yes	4	3	19.10.2020	Current Quarter	38 days
26.02.2021	Yes	4	3	15.12.2020	Previous Quarter	56 days
					Previous to current quarter	33 days
2. Nomination & Remuneration Committee						
18.01.2021	Yes	5	3	30.10.2020	Current Quarter	55 days
15.03.2021	Yes	4	2	15.12.2020	Previous Quarter	31 days
30.03.2021	Yes	4	2		Previous to current quarter	33 days
3. Stakeholders Relationship Committee						
10.02.2021	Yes	4	2	30.10.2020	Current Quarter	-
				15.12.2020	Previous Quarter	45 days
					Previous to current quarter	56 days

4. Risk Management Committee						
26.02.2021	Yes	5	2	30.11.2020	Current Quarter	-
					Previous Quarter	-
					Previous to current quarter	87 days
5. Corporate Social Responsibility Committee						
10.02.2021	Yes	4	1	-	Current Quarter	-
					Previous Quarter	-
					Previous to current quarter	-
* 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	Yes
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	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.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a) Audit Committee
 - b) Nomination & Remuneration Committee
 - c) Stakeholders Relationship Committee
 - d) Risk management committee (applicable to the top 100 listed entities)
 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

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)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.csb.co.in/about-us
b) Terms and conditions of appointment of independent directors	Yes	https://csb.co.in/pdf/Independent-Directors_Terms_and_Conditions.pdf
c) Composition of various committees of board of directors	Yes	https://csb.co.in/pdf/List_of_Sub_Committees_of_the_Board.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	https://csb.co.in/pdf/Code-of-Corporate-Governance-Senior-Management-Personnel.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://csb.co.in/pdf/WhistleBlowerPolicy.pdf
f) Criteria of making payments to non-executive directors	Yes	https://csb.co.in/pdf/Remuneration-criteria-for-non-Executive-or-Independent-Directors.pdf
g) Policy on dealing with related party transactions	Yes	https://csb.co.in/pdf/PolicyondealingwithRelatedPartyTransactionsnew.pdf
h) Policy for determining 'material' subsidiaries	Yes	https://csb.co.in/pdf/Policy_for_Determining_Material_Subsidiaries.pdf
i) Details of familiarization programmes imparted to independent directors	Yes	https://csb.co.in/pdf/FAMILIARISATION-PROGRAMMES-FOR-DIRECTORS.pdf
j) Email address for grievance redressal and other relevant details	Yes	https://csb.co.in/pdf/Shareholders-Assistance-invest-corner.pdf

k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://csb.co.in/pdf/Shareholders-Assistance-invest-corner.pdf
l) Financial results	Yes	https://csb.co.in/investor-relations → Financial Results
m) Shareholding pattern	Yes	https://csb.co.in/investor-relations → 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	https://csb.co.in/investor-relations → Investor Presentation
p) New name and the old name of the listed entity	Yes	https://www.csb.co.in/csb-bank-limited
q) Advertisements as per regulation 47 (1)	Yes	https://csb.co.in/investor-relations → Intimations to Stock Exchanges
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://csb.co.in/investor-relations → Intimations to Stock Exchanges
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.csb.co.in/investor-relations
b) Materiality Policy as per Regulation 30	Yes	https://csb.co.in/pdf/Policy-on-Determination-of-Materiality-of-Events.pdf
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://csb.co.in/pdf/CSB_Dividend_Policy.pdf
It is certified that these contents on the website of the listed entity are correct.		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	Yes
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

Name: Sijo Varghese

Designation: Company Secretary and Compliance Officer