



CSB BANK LIMITED

Registered Office: "CSB Bhavan", St. Mary's College Road, Post Box No. 502,

Thrissur - 680 020, Kerala, India. | **Tel:** +91 487 - 2333020 | **Fax:** +91 487 - 2338764

Website: www.csb.co.in | **Email:** board@csb.co.in | **Corporate Identity Number:** L65191KL1920PLC000175

NOTICE OF 100TH ANNUAL GENERAL MEETING

Notice is hereby given that the 100th Annual General Meeting of CSB Bank Limited will be held on Thursday, August 12, 2021 at 11:00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Bank's Audited Financial Statements for the financial year ended 31st March, 2021 including the Audited Balance Sheet and Profit and Loss Account as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Madhavan Menon (DIN: 00008542), who retires by rotation, and being eligible, offers himself for reappointment.
3. To ratify the additional fees to the Statutory Auditors, B S R & CO. LLP, Chartered Accountants, 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011, for the financial year 2020-21 and In this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION :-**

"RESOLVED THAT pursuant to Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules thereunder, in addition to the resolution passed by the Members of the Bank at the Annual General Meeting held on July 20, 2020, for payment of remuneration of ₹ 1,10,00,000 (Rupees One Crore Ten lakhs Only) for the financial year 2020-21 to B S R & CO. LLP, Chartered Accountants, 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011, Maharashtra, Firm Regn. Number: 101248W/W-100022, Statutory Auditors of the Bank, further approval of the Members of the Bank be and is hereby accorded for ratifying the fees of ₹ 8,49,750.00 (Rupees Eight Lakhs Forty Nine

Thousands Seven Hundred and Fifty Only) including outlays plus taxes as applicable to the Statutory auditors for additional certifications as required by Reserve Bank of India, for the financial year 2020-21."

4. To appoint Joint Statutory Auditors and to fix their remuneration, and in this connection, 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 139, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Rules, Circulars and Guidelines issued by the Reserve Bank of India ("RBI") from time to time and in terms of their confirmation with regard to their eligibility to be appointed as Statutory Auditors pursuant to Section 141 of the Companies Act, 2013 and applicable rules and particularly in terms of Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBS and NBFCs (including HFCs) dated April 27, 2021 read with FAQ dated June 11, 2021 ("RBI Guidelines") and subject to the approval from Reserve Bank of India for audit of the Bank for the Financial Year 2021-2022 in terms of Section 30(1A) of the Banking Regulation Act, 1949, approval of the members of the Bank be and is hereby accorded to appoint B S R & CO. LLP, Chartered Accountants, 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011, Maharashtra, Firm Regn. Number: 101248W/W-100022, for a period of two (2) years together with Mukund M. Chitale & Co, Chartered Accountants, 2nd Floor, Kapur House, Paranjape B Scheme Road No.1, Vile Parle (East),

Mumbai – 400057, Firm Registration Number : 106655W, for a period of three (3) years, as the Joint Statutory Auditors of the Bank, to hold office from the conclusion of 100th Annual General Meeting till the conclusion of the 102nd and 103rd Annual General Meetings of the Bank respectively, subject to the specific approval of Reserve Bank of India for each year during their tenure in terms of Section 30(1A) of the Banking Regulation Act, 1949 or such other audit firm/firms as may be proposed/suggested/approved by Reserve Bank of India in terms of Section 30(1A) of the Banking Regulation Act, 1949, at an audit fees as may be decided on annual basis and outlays on an actual basis plus taxes at the applicable rates, for the purpose of audit of the Bank, including certifications, reporting on internal financial controls, Bank's accounts at its head office, branches and all the controlling and other offices, with power to the Board, including that of Audit Committee of the Board, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

"RESOLVED FURTHER THAT subject to applicable laws and regulations including the relevant guidelines and circulars of the RBI (as may be amended, restated, modified, replaced from time to time), B S R & CO. LLP, Chartered Accountants together with Mukund M. Chitale & Co, Chartered Accountants, shall act as joint Statutory Auditors of the Bank for the remainder of the term of B S R & CO. LLP, at an audit fees as detailed in the explanatory statement for FY 2021-22, and additionally outlays and taxes as applicable, and thereafter will be decided on an annual basis subject to the approvals as may be required, with power to the Board, including that of Audit Committee of the Board, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and/or any other authority, in such manner and to such extent as may be mutually agreed with the Joint Statutory Auditors **AND THAT** Mukund M. Chitale & Co, Chartered Accountants shall thereafter act as joint Statutory Auditors of the Bank with such other new Audit firm who will be appointed by the Bank subject to prior approval of RBI and approval of the Members of the Bank, for FY 2023-24 being the 3rd and last term as per RBI Guidelines".

"RESOLVED FURTHER THAT in case, Reserve Bank of India gives approval for another audit firm/firms other than as contained in aforesaid resolution which may or may not include at least one firm mentioned above, the approval of the shareholders in terms of Section 139, 142, 143 and other applicable provisions, if any, of the Companies

Act, 2013 for appointment of joint statutory audit firms including the period of their appointment be modified/changed to the extent/ in the manner as may be advised by RBI while according its approval **AND THAT** the payment of overall fees to joint Auditors may not exceed ₹ 1,70,00,000 (Rupees One crore Seventy lakhs only), under any circumstances."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles and responsibilities/ scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering and executing the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank."

SPECIAL BUSINESS

- 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 Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Rules, Circulars and Guidelines issued by Reserve Bank of India, from time to time, and the provisions of the Articles of Association of the Bank, Ms. Sharmila Abhay Karve (DIN: 05018751) who was appointed as an Additional Director (Non-Executive Independent) on the Board of the Bank w.e.f. July 20, 2020 pursuant to Section 149, 161 of the Companies Act, 2013 and in respect of whom the Bank has received a notice in writing, proposing her candidature for the office of Director, be and is hereby appointed as 'Non-Executive Independent Director' of the Bank to hold office for a term of three consecutive years with effect from July 20, 2020 to July 19, 2023, not liable to retire by rotation".

6. 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 Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Rules, Circulars and Guidelines issued by Reserve Bank of India, from time to time, and the provisions of the Articles of Association of the Bank, Mr. Sudhin Bhagwandas Choksey, (DIN: 00036085) who was appointed as an Additional Director (Non-Executive Independent) on the Board of the Bank w.e.f. March 30, 2021 pursuant to Section 149, 161 of the Companies Act, 2013 and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of Director, be and is hereby appointed as ‘Non-Executive Independent Director’ of the Bank to hold office with effect from March 30, 2021 to January 30, 2024, not liable to retire by rotation”.
7. 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 Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Rules, Circulars and Guidelines issued by Reserve Bank of India, from time to time, and the provisions of the Articles of Association of the Bank, Mr. Sunil Srivastav (DIN: 00237561) who was appointed as an Additional Director (Non-Executive Independent) on the Board of the Bank w.e.f. June 08, 2021 pursuant to Section 149, 161 of the Companies Act, 2013 and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of Director, be and is hereby appointed as ‘Non-Executive Independent Director’ of the Bank to hold office for a term of three consecutive years with effect from June 08, 2021 to June 07, 2024, not liable to retire by rotation”.
8. 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 applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”), in this regard, 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 of the Bank and the approval accorded by Reserve Bank of India in terms of Section 10B (1A)(i) of the Banking Regulation Act, 1949, approval of the Members of the Bank be and is hereby accorded to the appointment of Mr. Madhavan Aravamuthan (DIN: 01865555), Non-Executive Independent Director, as the Part-time Chairman of the Bank, for a period from August 10, 2020 up to June 28, 2022”.
- “RESOLVED FURTHER THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the provisions of the Articles of Association of the Bank and the approval accorded by Reserve Bank of India in terms of Section 10B (1A)(i) of the Banking Regulation Act, 1949, approval of the members of the Bank be and is hereby accorded for payment of honorarium, etc., as specifically detailed in the explanatory statement annexed hereto, to Mr. Madhavan Aravamuthan (DIN: 01865555), as the Part-time Chairman of the Bank, for the period from August 10, 2020 up to June 28, 2022”.
- “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, 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 he/she may in its 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 this Resolution.”

9. 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, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Rules, Circulars and Guidelines issued by the Reserve Bank of India, from time to time, and the provisions of the Articles of Association of the Bank, Mr. Madhavan Aravamuthan (DIN: 01865555), an Independent Director of the Bank, in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose him as a candidate for reappointment as an Independent Director of the Bank, be and is hereby reappointed for a second term as ‘Non-Executive Independent Director’ of the Bank to hold office for a period of three consecutive years with effect from June 29, 2022 to June 28, 2025, not liable to retire by rotation”.

10. 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, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force), Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Rules, Circulars and Guidelines issued by the Reserve Bank of India, from time to time, and the provisions of the Articles of Association of the Bank, Ms. Bhama Krishnamurthy (DIN: 02196839), an Independent Director of the Bank, in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose her as a candidate for reappointment as an

Independent Director of the Bank, be and is hereby reappointed for a second term as ‘Non-Executive Independent Director’ of the Bank to hold office for a period of three consecutive years with effect from September 29, 2021 to September 28, 2024, not liable to retire by rotation”.

11. 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 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules and regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Articles of Association of the Bank and the approval accorded by Reserve Bank of India in terms of Section 35B of the Banking Regulation Act, 1949, approval of the members of the Bank be and is hereby accorded for grant of 4,33,150 (Four Lakhs thirty three thousand one hundred and fifty) employee stock options under ‘the CSB Employee Stock Option Scheme 2019’ at an exercise price of ₹ 75/- (Rupees Seventy Five only) as performance grant for the period December 09, 2016 to March 31, 2020 to Mr. C.VR. Rajendran (DIN - 00460061), Managing Director & CEO of the Bank.

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, 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 he/she may in its 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 this Resolution.”

12. 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 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules and regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Articles of Association of the Bank and the approval accorded by Reserve Bank of India in terms of Section 35B of the Banking Regulation Act, 1949, approval of the members of the Bank be and is hereby accorded for payment of variable pay of ₹ 70,00,000/- (Rupees

Seventy Lakhs only) for the financial year 2019-20 as detailed in the explanatory statement annexed to this notice, to Mr. C.VR. Rajendran (DIN- 00460061), Managing Director & CEO of the Bank.

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, 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 he/she may in its 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 this Resolution."

13. 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 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules and regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Articles of Association of the Bank, and subject to the receipt of approval of Reserve Bank of India ("RBI") as recommended by the Nomination & Remuneration Committee of the Board and the Board or with the modifications/changes/ in the manner as may be approved by RBI in terms of Section 35B of the Banking Regulation Act, 1949, approval of the members of the Bank be and is hereby accorded for revision and payment of the fixed pay with effect from April 1, 2020 and variable pay for the financial year 2020-21, as detailed in the explanatory statement annexed to this notice, to Mr. C.VR. Rajendran (DIN-00460061), Managing Director & CEO of the Bank.

"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, 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 he/she may in its 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 this Resolution."

14. 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 Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment 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 pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Mr. Pralay Mondal (DIN: 00117994) in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Bank, for the period which is co-terminus with his term of appointment as the Deputy Managing Director, subject to the approval of the RBI."

"RESOLVED FURTHER THAT the Directors of the Bank be and are hereby 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 he/she may in its 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 this Resolution."

15. 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 Sections 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 and other relevant Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Section 35B and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI") in this regard, 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

of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank, approval of the Members of the Bank be and is hereby accorded to the appointment of Mr. Pralay Mondal (DIN: 00117994) as the Deputy Managing Director of the Bank, for a period of 5 (five) years, with effect from the date of approval of the RBI in terms of Section 35B of the Banking Regulation Act, 1949 **AND THAT** Mr. Pralay Mondal (DIN: 00117994) shall be liable to retire by rotation during the said period, in terms of the provisions of Section 152(6) of the Act."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196 and other applicable provisions, if any, of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules and regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Section 35B and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the RBI in this regard, 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) and the provisions of the Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank, approval of the Members of the Bank, be and is hereby accorded to the payment of remuneration by way of salary, allowances, perquisites and variable pay as detailed in the explanatory statement annexed to this notice, to Mr. Pralay Mondal (DIN: 00117994), as the 'Deputy Managing Director' of the Bank, with effect from the date of approval of the RBI in terms of Section 35B of the Banking Regulation Act, 1949."

"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, 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 he/she may in its 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 this Resolution."

16. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in partial modification of the earlier special resolution at agenda item number 7 passed by the members of the Bank on July 20, 2020

approving the ratified 'CSB Employee Stock Option Scheme 2019' ('ESOS 2019'/'Scheme'), pursuant to the provisions of Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), relevant provisions of the Guidelines No. DOR.Appt.BC.No.23/29.67.001/2019-20 dated November 4, 2019 issued by the Reserve Bank of India ("RBI Guidelines"), Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the relevant provisions of the Memorandum and Articles of Association of the Bank, and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the members of the Bank be and is hereby accorded to the amended Scheme being revised with a view to facilitate vesting of unvested employee stock options ("Options") granted under the Scheme, after retirement of an option grantee as determined by the Nomination and Remuneration Committee ("Committee") of the Board of Directors of the Bank in general and with a view to comply with the requirements of the RBI Guidelines in particular, in terms of updation of Sub-clause 7.3 and consequential changes in the Scheme.

"RESOLVED FURTHER THAT the Board of Directors of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include the Committee, which the Board has constituted to exercise its powers, including the powers conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations) be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the proposed amendments in the Scheme and with power on behalf of the Bank to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Bank."

By Order of the Board,
For CSB Bank Limited,

Sd/-

(Sijo Varghese)
Company Secretary

Place: Thrissur
Date: July 5, 2021

NOTES:

1. In view of the continuing Covid-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs ("MCA") has vide its circular dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021 (collectively referred to as "SEBI Circulars"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI Circulars, and MCA Circulars, the AGM of the Bank is being held through VC / OAVM.
2. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Bank. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.**
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to scrutiniservoting@gmail.com with a copy marked to evoting@nsdl.co.in
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by using the remote e-voting login credentials and selecting the EVEN for Bank's AGM as further detailed in the Notice-Instructions for members for remote e-voting. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction on account of first come first served basis. The facility will not be closed earlier than 30 minutes after scheduled time.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be made available for inspection by the members at the Registered Office of the Bank, in physical form, on all working days between 10 a.m. to 2 p.m. and on August 12, 2021, upto the conclusion of the Annual General Meeting. These documents are also available in electronic form till the conclusion of Annual General Meeting.
7. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting is annexed hereto.
8. The relevant details, pursuant to Regulations 26(4), 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ reappointment at this AGM is annexed.
9. The certificate from the Statutory Auditors of the Bank certifying that the Bank's Employees Stock Option Schemes are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the Members of the Bank, will be available for inspection by the members in terms of the said regulations.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Bank on or before August 10, 2021 through email to investors@csb.co.in and the same will be replied by the Bank, suitably.
11. The Register of Members and Share Transfer Books of the Bank will remain closed from Friday, August 06, 2021 to Thursday, August 12, 2021 (both days inclusive).

12. (a) All dividends remaining unclaimed/unpaid upto and including for the financial year 1993-94 have been transferred to the General Revenue Account of the Central Government. Any claim in respect of such transferred dividends may be made to Registrar of Companies, Kerala, Company Law Bhavan, Bharata Mata College P.O., Kochi-682021.
- (b) Unpaid/unclaimed dividends for the financial years 1994-95 to 2012-13 have been transferred to Investor Education and Protection Fund (IEPF). It may be noted that no claim shall lie against the Bank u/s 124(6) of the Companies Act, 2013 for unpaid/unclaimed dividends once such dividends have been transferred to such Fund. Kindly note that the Bank hasn't declared any dividend for the Financial Year 2009-10.
- (c) Members are advised to prefer their claims for unpaid/unclaimed dividends, if any, for the year 2013-2014, directly to the Bank/RTA. Members may please note that the balance of unclaimed dividend for financial year 2013-14 will become due for transfer to IEPF on October 28, 2021. Bank hasn't declared any dividend since the Financial Year 2014-15.
13. Members may please note that in terms of the provisions of the Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended) and other applicable rules, notifications and circulars, if any, every company is required to transfer the shares, in respect of which dividend remains unpaid / unclaimed for a period of seven (7) consecutive years, to the demat account of the Investor Education Protection Fund (IEPF) Authority. The members/claimants whose shares, unclaimed dividend, etc., have been transferred to IEPF authority may claim the shares or apply for refund by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Bank's website www.csb.co.in under the head 'Investor Relations' Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Bank/RTA in case the shares are held in physical form.
15. Members holding more than one folio for the same set of names may please write to the Registrar & Share Transfer Agents of the Bank viz. Link Intime India Pvt. Ltd., so that their holdings can be consolidated into one folio.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Bank or the Bank's Registrars and Share Transfer Agents, Link Intime India Pvt. Ltd for assistance in this regard.
17. Link Intime India Pvt. Ltd. was appointed as the Registrar & Share Transfer Agent (RTA) of the Bank in place of S.K.D.C Consultants Limited, with effect from December 01, 2020. Hence, shareholders holding shares in physical form are requested to notify changes in their address along with PINCODE to Link Intime India Pvt. Ltd., in the following address:
- Link Intime India Pvt. Ltd,
Surya 35, Mayflower Avenue,
Behind Senthil Nagar,
Sowripalayam Road, Coimbatore - 641028.
Ph: 0422 – 2314792, 2315792,
E-mail: coimbatore@linkintime.co.in
- Any other communication/correspondence with regard to equity shares and dividends of earlier years may also be forwarded to Link Intime India Pvt. Ltd. However, if the shares are held in dematerialised form, the beneficial owners have to intimate about any change in Bank account details, address for communication and nomination only to the Depository Participant concerned and not directly to the Bank or to its Registrar & Share Transfer Agents.
18. In terms of Rule 18 of the Companies (Management & Administration) Rules, 2014, a Company may give notice through electronic mode, addressing to the persons entitled to receive such e-mail as per the records of the company or as provided by the depository, provided that the company shall provide an advance opportunity atleast once in a financial year, to the member to register his e-mail address and change therein and such request may be made by only those members who have not got their email address recorded or to update a fresh email address.
- In view of the above, the Bank hereby requests members who have not updated their e-mail

address to update the same with their respective Depository Participant(s) or with Link Intime India Pvt. Ltd., Registrar & Share Transfer Agents of the Bank. Further, members holding shares in electronic mode are also requested to keep their e-mail addresses updated with the Depository Participant(s) of the Bank. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Bank quoting their folio number(s) and the e-mail address registration form can be downloaded from the Bank's website www.csb.co.in under the head 'Investor Relations → Forms'.





19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Bank/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Bank's website www.csb.co.in, websites 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 on the website of NSDL <https://www.evoting.nsdl.com>.
20. In support of the "Green Initiative" members who have not yet registered their email address 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.
21. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
22. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 as amended, the Bank is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, **Thursday, August 05, 2021**, to exercise their rights to vote by electronic means (the 'Remote e-voting') on any or all of the business specified in the accompanying notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL. Details of the process and manner of Remote e-voting are being sent to all the Members along with the Notice. **If any person who is not a member/ceased to be a member as on the cut-off date should treat this notice for information purpose only.**
23. The Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
24. The Board of Directors has appointed Mr. P. D. Vincent, Practicing Company Secretary (Managing Partner, SVJS & Associates, Company Secretaries) as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting as per the procedure laid down in the Companies (Management and Administration) Rules, 2014 (as amended). On completion of the scrutiny, the Scrutinizer will submit his report to the Chairman of the meeting/ Managing Director & CEO of the Bank, who shall counter sign the same. The Results on above resolutions shall be declared within two working days from the date of conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
26. The results declared along with the report of the Scrutinizer shall be placed on the website of the Bank www.csb.co.in, websites 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 on the website of NSDL <https://www.evoting.nsdl.com>, immediately after the declaration of result by the Chairman.
27. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
28. The remote e-voting period begins on Monday, August 09, 2021 at 09:00 A.M. and ends on Wednesday, August 11, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, August 05, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, August 05, 2021 .
29. The details of the process and manner for remote e-voting and voting during the AGM are explained below:
Step 1: Access to NSDL e-Voting system
Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode 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.nsd.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; border: 1px solid black; padding: 10px; margin-top: 10px;"> <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 style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

<ol style="list-style-type: none"> 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. <i>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.</i> 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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.

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 scrutiniservoting@gmail.com with a copy marked to evoting@nsdl.co.in
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. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to contact Mr. Amit Vishal, Assistant Vice President – NSDL at evoting@nsdl.co.in
4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. August 05, 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 05, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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 (front and back), PAN (self-attested scanned copy of PAN card), and 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 (16 digit DPID + 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 at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated December 09, 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General Meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/ folio number, email address, mobile number to csbagspeakers@csb.co.in from August 05, 2021 (09:00 a.m. IST) to August 08, 2021 (05:00 p.m. IST).
6. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email address, mobile number at investors@csb.co.in and the same will be replied by the Bank suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

RESULT OF E-VOTING

The Board of Directors has appointed Mr. P. D. Vincent, Practicing Company Secretary (Managing Partner, SVJS & Associates, Company Secretaries) as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting as per the procedure laid down in the Companies (Management and Administration) Rules, 2014 (as amended). On completion of the scrutiny, the Scrutinizer will submit his report to the Chairman of the meeting/ Managing Director & CEO of the Bank, who shall counter sign the same. The Results on above resolutions shall be declared within two working days from the date of conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Bank www.csb.co.in, websites 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 on the website of NSDL <https://www.evoting.nsdl.com>, immediately after the declaration of result by the Chairman.

By Order of the Board
For CSB Bank Ltd.,

Sd/-

(Sijo Varghese)
Company Secretary

Place: Thrissur

Date: July 5, 2021

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

The following statements set out all material facts relating to certain ordinary businesses and the special businesses mentioned in the accompanying notice:

Item No.3**Ratification of the additional fees to the Statutory Auditors, B S R & CO. LLP, Chartered Accountants**

The Members of the Bank at the Annual General Meeting held on July 20, 2020, had approved audit fees of ₹ 1,10,00,000 (Rupees One Crore Ten lakhs Only) for the FY 2020-21 to B S R & CO. LLP, Statutory Auditors of the Bank. It is now proposed to ratify the payment of additional fees of ₹ 8,49,750/- (Rupees Eight Lakhs Forty Nine Thousands Seven Hundred and Fifty Only) including outlays plus taxes as applicable to B S R & CO. LLP, Chartered Accountants for additional certification and increase in scope / revision in Long Form Audit Report, as required by the RBI, for the FY 2020-21 especially in the context of COVID 19 pandemic as RBI has advised all banks to furnish additional compliance status on specific matters. Hence, the approval of the Members of the Bank is sought for ratifying these additional fees.

The Audit Committee and Board of Directors recommend the resolution in relation to ratification of additional fees in the FY 2020-21 to the Statutory Auditors, B S R & CO. LLP, Chartered Accountants as set out in item No. 3 of the notice, for approval of the Members by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are directly or indirectly concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 of the notice.

Item No.4**Appointment of Joint Statutory Auditors and fixation of their remuneration**

B S R & CO LLP, 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011, Maharashtra, Firm Regn. Number: 101248W/W-100022 were appointed as the Statutory Central Auditors of the Bank, for the 1st year, from the conclusion of 99th Annual General Meeting held on July 20, 2020 until the conclusion of 100th Annual General Meeting of the Bank.

In terms of Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBS and NBFCs (including HFCs) dated April 27, 2021 read with FAQ dated June 11, 2021 ("RBI Guidelines"), the statutory audit of the entities with asset size of ₹ 15,000 crore and above as at the end of previous year, should be conducted under joint audit of a minimum of two audit firms and accordingly the Bank has to appoint two audit firms from financial year 2021-22 onwards, as per the RBI guidelines.

In line with RBI guidelines, Section 139, 141, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013, the Board on recommendation of the Audit Committee of the Board, recommends appointment of B S R & CO. LLP, Chartered Accountants, 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011, Maharashtra, Firm Regn. Number: 101248W/W-100022, for a period of two (2) years together with Mukund M. Chitale & Co, Chartered Accountants, 2nd Floor, Kapur House, Paranjape B Scheme Road No.1, Vile Parle (East), Mumbai - 400057, Firm Registration Number: 106655W, being the first preferred choice of firm to the RBI as the second joint statutory auditor, for a period of three (3) years as the Joint Statutory Auditors of the Bank to hold office from the conclusion of 100th Annual General Meeting till the conclusion of the 102nd and 103rd Annual General Meeting of the Bank respectively, subject to the specific approval of Reserve Bank of India for each year during their tenure, at an audit fees as detailed hereunder for the financial year 2021-22, and additionally outlays and taxes as applicable, and thereafter will be decided on an annual basis subject to the approvals as may be required, with power to the Board, including that of Audit Committee of the Board, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The said appointments including terms of appointment are subject to the approval of RBI for each year during their tenure in terms of Section 30(1A) of the Banking Regulation Act, 1949, and approval of the shareholders of the Bank for the period as mentioned very specifically in the resolution in the respective case of the audit firm, and terms of their appointment as per Section 139, 143 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, hence the approval is sought for the appointment of the said firms as Joint statutory Auditors in the manner as indicated as above for the tenure including terms of appointment, with power to the Board, including that of Audit Committee of the Board, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Joint Statutory Auditors.

Since RBI guidelines prescribes that the entities can be appointed for a continuous period of three years only, post which they have to compulsorily go for a cooling period of six years, the appointment is proposed for the remaining period of two years in case of B S R & CO. LLP, Chartered Accountants and three years in case of Mukund M. Chitale & Co, Chartered Accountants as referred in the resolution.

Further, subject to applicable laws and regulations including the relevant guidelines and circulars of the RBI (as may be amended, restated, modified, replaced from time to time), B S R & CO. LLP, Chartered Accountants together with Mukund M. Chitale & Co, Chartered Accountants shall act as joint Statutory Auditors of the Bank for the remainder of the term of B S R & CO. LLP, Chartered Accountants and that Mukund M. Chitale & Co, Chartered Accountants given in the resolution shall thereafter act as

joint Statutory Auditors of the Bank with such other new Audit firm who will be appointed by the Bank subject to prior approval of RBI and approval of the Members of the Bank, for the FY 2023-24 being the 3rd and last term as per RBI Guidelines.

In this connection, the disclosures required in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given below:

Disclosure Requirements		Compliance status											
		B S R & CO LLP	Mukund M Chitale & Co.										
1	Proposed fees payable to the statutory auditor(s) along with terms of appointment.	<p>Audit Fee for the FY 2020-21</p> <p>The fees and outlays payable to the statutory Auditors for the financial year 2020-21, is as given below:</p> <table border="1"> <thead> <tr> <th>Fee paid (excluding taxes)</th> <th>Amount (in ₹)</th> </tr> </thead> <tbody> <tr> <td>Statutory Audit/Limited review</td> <td>1,07,00,000</td> </tr> <tr> <td>Certification and other attestation services*</td> <td>26,25,000</td> </tr> <tr> <td>Out of Pocket expenses*</td> <td>3,54,750</td> </tr> <tr> <td>Total</td> <td>1,36,79,750</td> </tr> </tbody> </table> <p>*including fee of ₹ 8,25,000 for additional certification and ₹ 24,750 as Outlays for additional certification.</p> <p>Outlays paid in connection with the Audit was reimbursed at actuals basis.</p> <p>In the financial year 2020-21, the Statutory Auditors have visited 20 branches as part of Audit and visited 30 branches for verification of gold. Statutory Auditors have conducted audit of all the branch offices, controlling and other offices of the Bank in compliance with Standard on Auditing issued by ICAI.</p> <p>The remuneration paid to the Statutory Auditors is also disclosed in the Corporate Governance Report as well as the Annual Financial Statements of the Bank.</p>	Fee paid (excluding taxes)	Amount (in ₹)	Statutory Audit/Limited review	1,07,00,000	Certification and other attestation services*	26,25,000	Out of Pocket expenses*	3,54,750	Total	1,36,79,750	Not applicable.
Fee paid (excluding taxes)	Amount (in ₹)												
Statutory Audit/Limited review	1,07,00,000												
Certification and other attestation services*	26,25,000												
Out of Pocket expenses*	3,54,750												
Total	1,36,79,750												
		<p>Audit Fee proposed- FY 2021-22</p> <p>B S R & CO LLP, Chartered Accountants and Mukund M Chitale & Co., Chartered Accountants, as joint Statutory Auditors, will be paid an overall audit fees, not exceeding ₹ 1,70,00,000/- (Rupees One Crore Seventy Lakhs Only) for FY 2021-22, with authority to the Board, including that of Audit Committee of the Board, to decide and allocate the overall audit fees between B S R & CO LLP, Chartered Accountants and Mukund M Chitale & Co., Chartered Accountants, as may be mutually agreed between the Bank and the said joint Statutory Auditors, depending upon their respective scope of work, in addition to outlays and taxes as applicable.</p> <p>Board/ including that of Audit Committee be given the power to alter and vary the terms and conditions of appointment, the remuneration, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and/or any other authority, in such manner and to such extent as may be mutually agreed upon with the Joint Statutory Auditors.</p>											

2	In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	Not applicable since the appointment of the existing statutory auditors have been proposed.	Not applicable. The appointment of second Audit firm was necessitated in the context of RBI Guidelines which insisted that the statutory audit of the entities with asset size of ₹15,000 crore and above as at the end of previous year, should be conducted under joint audit of a minimum of two audit firms and accordingly, the Bank has to appoint two audit firms from financial year 2021-22 onwards, as per the RBI guidelines
3	Basis of recommendation for appointment.	M/s. BSR&Co. LLP, Chartered Accountants, are part of "Big 4" audit firms and are fully conversant with various RBI guidelines applicable to Banks.	Mukund M Chitale & Co. has statutory central audit exposure of various Public Sector Banks, Private Sector Banks & Co-operative Banks for more than 20 years. They had conducted audit of State Bank of India, IDBI Bank, Lakshmi Vilas Bank (premerger financials), United Western Bank, etc. They were also the Statutory Central Auditors for Reserve Bank of India for two terms of three years each.
4	Details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	<p>B S R & Co. ('the firm') was constituted on 27th March 1990 having firm registration no. as 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on 14th October 2013 thereby having a new firm registration no. 101248W W-100022.</p> <p>B S R & Co. LLP is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Associates include B S R & Associates LLP, B S R & Company, B S R and Co., B S R and Associates, B S R and Company, B S S R & Co and B B S R & Co.</p> <p>B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi.</p>	<p>Mukund M Chitale & Co., Chartered Accountant (Firm Registration No. 106655W) was established in 1973, having its Head office at Mumbai, with a branch operating at Pune.</p> <p>Firm is having a team of 160 professionals with diverse backgrounds and educational qualifications.</p>

In case, Reserve Bank of India gives approval for another audit firm/firms other than as contained in aforesaid resolution which may or may not include at least one firm mentioned above, the approval of the shareholders in terms of Section 139, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013 for appointment of joint statutory audit firms including the period of their appointment be modified/changed to the extent/ in the manner as may be advised by RBI while according its approval and that the payment of overall fees to joint Auditors may not exceed ₹ 1,70,00,000 (Rupees One crore Seventy lakhs only), under any circumstances.

As per the requirements of the Companies Act, 2013, both the firms have confirmed that their appointment if made, would be within the limits specified under Section 141(3) (g) of the Companies Act, 2013 and they are not

disqualified to be appointed as statutory auditor/s in terms of the provisions to Section 139(1), Section 141(2) and Section 141(3) of the Companies Act, 2013 and the rules of the Companies (Audit and Auditors) Rules, 2014 and RBI Guidelines.

The Audit Committee and Board of Directors recommend the resolution in relation to appointment of Joint Statutory Auditors of the Bank in the manner as proposed in the notice and fixation of their remuneration/fees as set out in item No. 4 of the notice for approval of the Members by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are directly or indirectly concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the notice.

Item No.5**Appointment of Ms. Sharmila Abhay Karve (DIN: 05018751) as Non-Executive Independent Director of the Bank.**

Ms. Sharmila Abhay Karve (DIN: 05018751), was appointed as an Additional Director (Non-Executive Independent category) of the Bank w.e.f. July 20, 2020 for a period of three (3) years pursuant to the provisions of Section 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 and the provisions of the Articles of Association of the Bank.

In terms of Section 161(1) of the Companies Act, 2013, Ms. Sharmila Abhay Karve can hold office only up to the date of this 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.

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. Sharmila Abhay Karve for the office of Director. Ms. Sharmila Abhay Karve has furnished the consent for her appointment and also the declarations as required under the Companies Act, 2013, Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee of the Board had assessed the profile of Ms. Sharmila Abhay Karve and having found her to be 'fit and proper' in terms of Reserve Bank of India's Circular on 'Fit and proper' criteria for appointment of directors in the banks and accordingly recommended her appointment to the Board of Directors.

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 and Remuneration Committee, have reviewed the profile of Ms. Sharmila Abhay Karve and the declarations and found that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013, and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Board is of the opinion that she fulfils the conditions specified in this 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. Sharmila Abhay Karve meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering her vast expertise and knowledge in the field of Accountancy and Finance, the Board felt that it would be in the interest

of the Bank that Ms. Sharmila Abhay Karve is appointed as an Independent Director on the Board of the Bank at the Annual General Meeting of the Bank.

Ms. Sharmila Abhay Karve's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Ms. Sharmila Abhay Karve having the requisite experience/expertise required under Section 10A(2) of the Banking Regulation Act, 1949.

Additional information in respect of Ms. Sharmila Abhay Karve, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

The Nomination and Remuneration Committee and Board of Directors recommend the resolution in relation to the appointment of Ms. Sharmila Abhay Karve as Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set out in Item No. 5 of the notice, for approval of the Members by way of an Ordinary Resolution.

Except Ms. Sharmila Abhay Karve 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. 5 of the notice.

Item No.6**Appointment of Mr. Sudhin Bhagwandas Choksey (DIN: 00036085) as Non-Executive Independent Director of the Bank.**

Mr. Sudhin Bhagwandas Choksey, (DIN: 00036085), was appointed as an Additional Director (Non- Executive Independent category) of the Bank w.e.f. March 30, 2021 for a period up to January 30, 2024 pursuant to the provisions of Section 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 and the provisions of the Articles of Association of the Bank.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Sudhin Bhagwandas Choksey can hold office only up to the date of this 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.

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 Mr. Sudhin Bhagwandas Choksey for the office of Director. Mr. Sudhin Bhagwandas Choksey has furnished the consent for his appointment and also the declarations as required under the Companies Act, 2013, Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee of the Board had assessed the profile of Mr. Sudhin Bhagwandas Choksey and having found him to be 'fit and proper' in terms of Reserve Bank of India's Circular on 'Fit and proper' criteria for appointment of directors in the banks and accordingly, recommended his appointment to the Board of Directors.

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 and Remuneration Committee, have reviewed the profile of Mr. Sudhin Bhagwandas Choksey and the declarations and found that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of the opinion that he fulfils the conditions specified in this Act and Rules made thereunder for such an appointment and he fulfils the criteria of independence and is independent of the Management. In the opinion of the Board, Mr. Sudhin Bhagwandas Choksey meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of 'Accountancy, Finance and Banking', the Board felt that it would be in the interest of the Bank that Mr. Sudhin Bhagwandas Choksey is appointed as an Independent Director on the Board of the Bank at the Annual General Meeting of the Bank.

Mr. Sudhin Bhagwandas Choksey's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Sudhin Bhagwandas Choksey having the requisite experience/expertise required under Section 10A(2) of the Banking Regulation Act, 1949.

Additional information in respect of Mr. Sudhin Bhagwandas Choksey, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

The Nomination and Remuneration Committee and Board of Directors recommend the resolution in relation to the appointment of Mr. Sudhin Bhagwandas Choksey as Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set out in Item No. 6 of the notice, for approval of the Members by way of an Ordinary Resolution.

Except Mr. Sudhin Bhagwandas Choksey or his 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. 6 of the notice.

Item No.7

Appointment of Mr. Sunil Srivastav (DIN: 00237561) as Non-Executive Independent Director of the Bank.

Mr. Sunil Srivastav (DIN: 00237561), was appointed as an Additional Director (Non- Executive Independent category) of the Bank w.e.f. June 08, 2021 for a period of three (3) years pursuant to the provisions of Section 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 and the provisions of the Articles of Association of the Bank.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Sunil Srivastav can hold office only up to the date of this 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.

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 Mr. Sunil Srivastav for the office of Director. Mr. Sunil Srivastav has furnished the consent for his appointment and also the declarations as required under the Companies Act, 2013, Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 .

The Nomination and Remuneration Committee of the Board had assessed the profile of Mr. Sunil Srivastav and having found him to be 'fit and proper' in terms of Reserve Bank of India's Circular on 'Fit and proper' criteria for appointment of directors in the banks and accordingly, recommended his appointment to the Board of Directors.

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 and Remuneration Committee, have reviewed the profile of Mr. Sunil Srivastav and the declarations and found that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of the opinion that he fulfils the conditions specified in this Act and Rules made thereunder for such an appointment and he fulfils the criteria of independence and is independent of the Management. In the opinion of the Board, Mr. Sunil Srivastav meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of 'Agriculture and Rural Economy and Banking', the Board felt that it would be in the interest of the Bank that Mr. Sunil Srivastav is appointed as an Independent Director on the Board of the Bank at the Annual General Meeting of the Bank.

Mr. Sunil Srivastav's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Sunil Srivastav having the requisite experience/expertise required under Section 10A(2) of the Banking Regulation Act, 1949.

Additional information in respect of Mr. Sunil Srivastav, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

The Nomination and Remuneration Committee and Board of Directors recommend the resolution in relation to the appointment of Mr. Sunil Srivastav as Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set out in Item No. 7 of the notice, for approval of the Members by way of an Ordinary Resolution.

Except Mr. Sunil Srivastav or his 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. 7 of the notice.

The Reserve Bank of India, vide aforesaid letter, has also approved the honorarium payable to Mr. Madhavan Aravamuthan, details of which are given below:

Sl. No	Particulars	Details of the terms of appointment
1.	Honorarium	Honorarium of ₹18,00,000/- (Rupees Eighteen Lakhs only) per annum.
2.	Office of the Chairman	The office shall be provided at the Administrative Office / Other Office space of the Bank.
3.	Secretarial Assistant at the Office	As may be applicable to the Bank staff for the relevant positions.
4.	Telephone and Car	Eligible for official purposes
5.	Travelling and halting Allowances	As applicable to Bank's other Directors as per RBI Circular No. BC.54/08.95.004/98 dated June 10,1998
6.	Other benefits, if any	Shall be entitled to sitting fees for attending Board / Committee meetings of the Board as applicable to other Directors of the Bank.

Shri. Madhavan Aravamuthan is a seasoned Banker having served Reserve Bank of India for over thirty seven years in various Banking areas and capacities. He is a Post graduate in Economics from Madras University and a Certified Associate of Indian Institute of Bankers. He has vast knowledge in Information Technology and allied subjects, various laws and regulations especially regulatory and governance related matters and the same would be extremely helpful to the Bank. His long association with the Board of the Bank as also his enormous Banking experience will be of immense value to the Bank in his capacity as Part-time Chairman.

Item No.8

Approval to appoint and the terms of appointment of Mr. Madhavan Aravamuthan (DIN: 01865555) as the Part-time Chairman of the Bank.

Consequent to the completion of term of appointment as approved by Reserve Bank of India, Mr. Madhavan Menon (DIN: 00008542) ceased to be the Part-time Chairman of the Bank with effect from July 22, 2020. The Board of Directors, on receipt of approval of Reserve Bank of India, vide letter dated August 10, 2020 in pursuant to the section 10B(1A)(i) of the Banking Regulation Act, 1949, appointed Mr. Madhavan Aravamuthan (DIN: 01865555) as the Part-time Chairman of the Bank for the period from August 10, 2020 and up to June 28, 2022.

Mr. Madhavan Aravamuthan has been on the Board of the Bank since December 13, 2018 as an Independent Director and his current term as Independent Director is up to June 28, 2022. Board also recommends his reappointment as Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set out in Item No. 9 of the notice, for approval of the Members by way of Special Resolution.

The Board of Directors recommends the resolution in relation to appointment of Shri. Madhavan Aravamuthan as the Part-time Chairman of the Bank and also the terms and conditions of his appointment as set out in Item No. 8 of the notice for approval of the Members by way of an Ordinary Resolution.

Except Mr. Madhavan Aravamuthan or his 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. 8 of the notice.

Item No.9

Reappointment of Mr. Madhavan Aravamuthan (DIN: 01865555) as Non-Executive Independent Director of the Bank.

Mr. Madhavan Aravamuthan (DIN: 01865555) was appointed as an Additional Director (Non-Executive Independent category) on the Board of the Bank w.e.f. December 13, 2018 to hold the office till the conclusion of the next Annual General Meeting on June 29, 2019 and subject to the approval of the members in the Annual General Meeting, continue to hold the office for a term of 3 (three) consecutive years from the date of meeting under the provisions of Section 149, 152 and 160 of the Companies Act, 2013 and the provisions of the Articles of Association of the Bank. Members at the 98th Annual General Meeting held on June 29, 2019 approved the appointment of Mr. Madhavan Aravamuthan as a Non-Executive Independent Director of the Bank with effect from December 13, 2018 in terms of Section 149, 152, 160 and Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Section 10 A (2A) of the Banking Regulation Act, 1949. The said term of appointment ends on June 28, 2022.

In terms of Section 149 (10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company but shall be eligible for reappointment for a further period upto five years on passing of a special resolution by the company. Further, in terms of Section 10A (2A) of the Banking Regulation Act, 1949, no director of a banking company, other than its Chairman or whole-time Director, by whatever name called, shall hold office continuously for a period exceeding eight years subject to the upper age limit of 75 years. However, the Bank has been following the practice of appointing Independent Directors for only two terms of maximum of three years each.

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 Mr. Madhavan Aravamuthan for reappointment to the office of Director. Mr. Madhavan Aravamuthan has furnished the consent for his reappointment and also the declarations as required under the Companies Act, 2013, Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Since Mr. Madhavan Aravamuthan is a member of the Nomination and Remuneration Committee, the Board, in terms of RBI Circular No. DBOD.NO.BC.60 /08.139.001/2004-2005 dated December 16, 2004, had assessed the profile of Mr. Madhavan Aravamuthan and having found him to be 'fit and proper' to continue to be appointed as director in terms of Reserve Bank of India's

Circular on 'Fit and proper' criteria for appointment of directors in the banks.

Further, the Board of Directors of the Bank have reviewed the declarations submitted by Mr. Madhavan Aravamuthan and found that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Board is of the opinion that he fulfils the conditions specified in this Act and Rules made thereunder for such an appointment and he fulfils the criteria of independence and is independent of the Management. The Board is of the view that Mr. Madhavan Aravamuthan is a person of integrity, and has the necessary knowledge, experience and expertise for being reappointed as an Independent Director. Considering his vast expertise and knowledge in the field of Banking, Economics, Finance, IT and Payment and Settlement Systems and also based on the performance evaluation, the Board felt that it would be in the interest of the Bank that Mr. Madhavan Aravamuthan is reappointed as an Independent Director on the Board of the Bank for a second term with effect from June 29, 2022 up to June 28, 2025 at the Annual General Meeting of the Bank.

Mr. Madhavan Aravamuthan's reappointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Madhavan Aravamuthan having the requisite experience/ expertise required under Section 10A(2) of the Banking Regulation Act, 1949. Additional information in respect of Mr. Madhavan Aravamuthan, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given in Annexure A to this Notice.

The Nomination and Remuneration Committee and Board of Directors recommend the resolution in relation to the reappointment of Mr. Madhavan Aravamuthan as Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set out in Item No. 9 of the notice, for approval of the Members by way of Special Resolution. Recommendation was made post satisfactory evaluation of his performance, inter alia, Knowledge & ethics, understanding of the roles, responsibilities and duties as an Independent Director/Chairman of the Committees; Contributions at Board/Committee meetings, effective discharge of the Board's and Committee functioning including on strategy and risk management functions.

Except Mr. Madhavan Aravamuthan or his 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. 9 of the notice.

Item No.10**Reappointment of Ms. Bhama Krishnamurthy (DIN: 02196839) as Non-Executive Independent Director of the Bank.**

Ms. Bhama Krishnamurthy (DIN: 02196839) was initially appointed as an Additional Director of the Bank with effect from September 03, 2018 under the provisions of Section 161(1) of the Companies Act, 2013 and the provisions of the Articles of Association of the Bank. Pursuant to the provisions of Section 149, 152, 160 and Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Section 10 A (2A) of the Banking Regulation Act, 1949, Ms. Bhama Krishnamurthy was appointed as a Non-Executive Independent Director of the Bank for a period of three years at the 97th Annual General Meeting held on September 29, 2018. The said three years term of appointment ends on September 28, 2021.

In terms of Section 149 (10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company but shall be eligible for reappointment for a further period upto five years on passing of a special resolution by the company. Further, in terms of Section 10A (2A) of the Banking Regulation Act, 1949, no director of a banking company, other than its Chairman or whole-time Director, by whatever name called, shall hold office continuously for a period exceeding eight years subject to the upper age limit of 75 years. However, the Bank has been following the practice of appointing Independent Directors for only two terms of maximum of three years each.

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. Bhama Krishnamurthy for reappointment to the office of Director. Ms. Bhama Krishnamurthy has furnished the consent for her reappointment and also the declarations as required under the Companies Act, 2013, Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Since Ms. Bhama Krishnamurthy is a member of the Nomination and Remuneration Committee, the Board, in terms of RBI Circular No. DBOD.NO.BC.60 /08.139.001/2004-2005 dated December 16, 2004, had assessed the profile of Ms. Bhama Krishnamurthy and having found her to be 'fit and proper' to continue to be appointed as director in terms of Reserve Bank of India's Circular on 'Fit and proper' criteria for appointment of directors in the banks.

Further, the Board of Directors of the Bank have reviewed the declarations submitted by Ms. Bhama Krishnamurthy and found that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)

(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Board is of the opinion that she fulfils the conditions specified in this Act and Rules made thereunder for such an appointment and she fulfils the criteria of independence and is independent of the Management. The Board is of the view that Ms. Bhama Krishnamurthy is a person of integrity, and has the necessary knowledge, experience and expertise for being reappointed as an Independent Director. Considering her vast expertise and knowledge in the field of 'Banking, Small Scale Industry and Risk Management' and also based on the performance evaluation, the Board felt that it would be in the interest of the Bank that Ms. Bhama Krishnamurthy is reappointed as an Independent Director on the Board of the Bank for a second term with effect from September 29, 2021 up to September 28, 2024, at the Annual General Meeting of the Bank.

Ms. Bhama Krishnamurthy's reappointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Ms. Bhama Krishnamurthy having the requisite experience/expertise required under Section 10A(2) of the Banking Regulation Act, 1949.

Additional information in respect of Ms. Bhama Krishnamurthy, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

The Nomination and Remuneration Committee and Board of Directors recommend the resolution in relation to the reappointment of Ms. Bhama Krishnamurthy as Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set out in Item No. 10 of the notice, for approval of the Members by way of Special Resolution. Recommendation was made post satisfactory evaluation of her performance, inter alia, Knowledge & ethics, understanding of the roles, responsibilities and duties as an Independent Director/Chairman of the Committees; Contributions at Board/Committee meetings effective discharge of the Board's and Committee functioning including on strategy and risk management functions.

Except Ms. Bhama Krishnamurthy 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. 10 of the notice.

Item No.11**Grant of 4,33,150 stock options to Mr. C. VR. Rajendran, Managing Director & CEO of the Bank as performance grant for the period December 09, 2016 to March 31, 2020.**

The Bank, in the Annual General Meeting of the Bank held on July 20, 2020 sought approval for grant of 34,70,000

(Thirty Four Lakhs and Seventy Thousand) stock options under 'CSB Employee Stock Option Scheme 2019' at an exercise price of ₹ 75 (Rupees Seventy Five only) per option to Mr. C.VR. Rajendran (DIN - 00460061), Managing Director & CEO of the Bank as performance grant for the period December 09, 2016 to December 08, 2019. The date of actual grant of the stock options, was grant of the options by the Nomination and Remuneration Committee post receipt of approval of Reserve Bank of India ("RBI") as required in terms of Section 35B of the Banking Regulation Act, 1949.

However, Reserve Bank of India had accorded its approval for grant of stock options of fair value of ₹ 7,50,00,000 (Rupees Seven Crore Fifty Lakhs only) with a change in the performance cycle, starting from December 09, 2016 to March 31, 2020 with a condition that the intrinsic value of the options granted shall not be more than ₹ 7,50,00,000 (Rupees Seven Crore Fifty Lakhs only) as on the date of RBI approval i.e. March 23, 2021. Accordingly, the Bank granted 4,33,150 options on March 30, 2021, which is in line with the RBI letter. RBI also advised that the term of the options shall not be more than four years and shall expire not later than March 31, 2024.

4,33,150 options granted on March 30, 2021 to Mr. C.VR. Rajendran will be vested equally over a period of three years and shall be exercised over the period commencing from the date of 1st vesting of Options and ending on or before March 31, 2024.

As the stock option is treated as part of the remuneration as per the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 read with the provisions of the Articles of Association of the Bank and any changes proposed in the terms of the grant which was already approved in the Annual General Meeting held on July 20, 2020, requires the approval of members of the Bank again in General Meeting to effect the changes in the terms of the grant and hence the resolution is proposed, which is recommended for approval by the members.

The Board of Directors recommends the resolution in relation to grant of stock options to Mr. C.VR. Rajendran, Managing Director & CEO as set out in item No. 11 of the notice for approval of the Members by way of an Ordinary Resolution.

Additional information in respect of Mr. C.VR. Rajendran, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure B to this Notice.

Except Mr. C.VR. Rajendran or his 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. 11 of the notice.

Item No.12

Payment of Variable Pay to Mr. C.VR. Rajendran, Managing Director & CEO of the Bank for the financial year 2019-20.

Bank under the leadership of Mr. C.VR. Rajendran registered an impressive performance in the FY 2020 and back to the path of profitability after a long gap. The Board felt that the ongoing transformation process that was initiated in the Bank under the leadership of Mr. C.VR. Rajendran has started giving positive results and these reforms highly paid off, as far as the Bank's overall progress in the same period is concerned. Mr. C.VR. Rajendran's rich and all round experience as a Banker with highly developed strategic, commercial and leadership skills built over a period of time, in various Banks had helped to turnaround the Bank.

The Bank has the practice of rewarding MD & CEOs with variable pay in case of improvement in overall performance of the Bank and that of his individual performance. The Nomination & Remuneration Committee and Board after considering overall performance of the Bank and that of his individual performance, has recommended a variable pay of ₹ 70,00,000 (Rupees Seventy Lakh only) for the financial year 2019-20, which is approximately 70 % of the gross annual salary of the same period, to Mr. C.VR. Rajendran, for which the approval of Reserve Bank of India has been obtained, vide their letter dated November 30, 2020. Pursuant to the approval received, the Bank has paid ₹ 42.00 lakhs out of ₹ 70.00 Lakh as upfront and the balance of ₹ 28.00 lakhs shall be paid in a staggered manner over a period of three years.

Payment of variable pay is subject to malus/claw back arrangements for the deferral payments as per RBI guidelines dated January 13, 2012 on Compensation of Whole Time Directors/ Chief Executive Officers/ Risk Takers and Control Function staff, etc., and Compensation policy of the Bank.

Pursuant to the provisions of the Articles of Association of the Bank read with Section 196 of the Companies Act, 2013, payment of remuneration to the Managing Director & CEO requires approval of the members in General Meeting.

The Board of Directors recommends the resolution in relation to payment of variable pay to Mr. C.VR. Rajendran, Managing Director & CEO as set out in item No. 12 of the notice for approval of the Members by way of an Ordinary Resolution.

Additional information in respect of Mr. C.VR. Rajendran, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure B to this Notice.

Except Mr. C.VR. Rajendran or his 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. 12 of the notice.

Item No.13

Revision in the fixed pay of Mr. C.VR. Rajendran (DIN - 00460061), Managing Director & CEO of the Bank, with effect April 1, 2020 and payment of variable pay for the FY 2020-21.

Mr. C.VR. Rajendran was reappointed as the Managing Director & CEO of the Bank for a period of three years with effect from December 9, 2019 as per the approval of Reserve Bank of India in terms of Section 35 B of the Banking Regulation Act, 1949. Subsequently, the fixed pay of Mr. C.VR. Rajendran was revised from ₹ 75,00,000 (Rupees Seventy Five Lakhs) to ₹ 2,00,00,000 (Rupees Two Crore only) crore with effect from January 10, 2020, for the first time since he joined in the Bank on December 9, 2016 on receipt of approval of Reserve Bank of India on May 4, 2020. Now the Board proposes to revise the fixed pay of Mr. C.VR. Rajendran with effect from April 1, 2020 and recommend a variable pay for the financial year 2020-21, detailed as under:

(i) Fixed pay

Transformation process that initiated in the Bank post appointment of Mr. Rajendran as Managing

Director & CEO of the Bank started yielding positive results from the beginning of the financial year 2019-20. In the FY 2020, the Bank had made a significant improvement in performance in all matrices. In the period, Bank has reported a record operating profit in its history and brought the Bank back to black after a long gap. Apart from, in the financial year 2020, the Bank was listed on the stock exchanges post successful initial public offering of shares. Mr. Rajendran MD & CEO had spearheaded all the efforts relentlessly, to market the Bank's IPO and thus garnered investor support for the issue, which culminated into a successful completion of IPO and listing of shares on the stock exchanges.

Considering the efforts put in by him to bring out such results, the Board on recommendation of Nomination & Remuneration Committee, recommended to increase the fixed pay and perquisites from ₹ 2,00,00,000 (Rupees Two Crore only) to ₹ 2,40,00,000 (Rupees Two Crore Forty Lakhs only) with effect from April 1, 2020, detailed as under subject to the approval of Reserve Bank of India. The existing remuneration of ₹ 2 crore was approved by the members at the 99th Annual General Meeting of the Bank held on July 20, 2020.

Particulars		Existing Remuneration - w.e.f. January 10, 2020*	Revision in the Remuneration - w.e.f. April 1, 2020
Part-A - FIXED PAY (INCLUDING PERQUISITES)			
1.	Salary	₹ 1,07,14,285/- p.a.	₹ 1,27,14,285/- p.a.
2.	Retiral/Superannuation benefits:		
2(a)	Provident Fund	₹ 12,85,715/- p.a. (12 % of the basic pay)	₹ 15,25,715/- p.a. (12 % of the basic pay)
3.	Consolidated benefit allowance (including car and driver expenses, health insurance, hospitalization, medial reimbursement)	₹ 45,00,000/- p.a.	₹ 51,68,493/- p.a.
4.	Perquisites		
4(a)	Free Furnished House and its maintenance/ House Rent Allowance	₹ 30,00,000/- p.a. or company leased accommodation within the said budget. The Bank will pay refundable rent advance.	₹ 33,00,000/- p.a. or company leased accommodation within the above budget. The Bank will pay refundable rent advance.
4(b)	Encashment of Privilege Leave	₹ 6,16,438/- p.a. Encashment of privilege leave subject to a maximum of 21 days' basic salary.	₹ 7,31,507/- p.a. Encashment of privilege leave subject to a maximum of 21 days' basic salary
5.	Other terms and conditions	As per the approval received at the Annual General Meeting of the Bank dated July 20, 2020.	No Change

* Bank had sought approval of Reserve Bank of India to revise the fixed pay with effect from April 1, 2019, but approval had been received with effect from January 10, 2020 only.

(ii) Variable pay

Reserve Bank of India, vide Circular dated November 4, 2019, bearing number 'DOR.Appt. BC.No.23/29.67.001/2019-20', revised guidelines on 'Compensation of Whole Time Directors/Chief Executive Officers/Material Risk Takers and Control Function staff, etc.(RBI guidelines), for the pay cycles beginning from April 1, 2020. Therefore, the compensation structure of Bank's Managing Director & CEO also need to be realigned in line with the revised Guidelines. The revised RBI Guidelines explicitly lay down that the variable pay component is a part of the overall compensation package and such variable pay is at least 100 % of the fixed pay in a year and up to a maximum of 300 % of the fixed pay.

Keeping in line with the regulatory guidance in the matter and as per the Compensation Policy ("Policy") of the Bank, the Board in August 2020, subject to the approval of Reserve Bank of India, had recommended a targeted variable pay to Mr. C. VR. Rajendran, Managing Director & CEO in the range of 50% of the fixed pay and up to 300 % of the fixed pay of the financial year 2020-21 which will be paid to him on achieving the target set for the same period which is linked to ratings based on balanced scorecard covering both quantitative and qualitative aspects. 50% was recommended as the lowest case in the context of COVID-19 pandemic and the impact of the moratorium on the loan book was not ascertainable at the time of fixation of the pay though RBI Guidelines stipulates a minimum of 100 % of the fixed pay shall be paid as variable pay.

Post declaration of the results for the year ended March 31, 2021, Nomination & Remuneration Committee of the Board, evaluated overall

performance of the Bank and further that of individual performance of Mr. C. VR. Rajendran with the scorecard already set for the same period.

Bank in the financial year 2020-21, reported a robust growth in overall business and achieved remarkable improvement in performance in all key matrices. The performance of the Bank has great significance as the year 2020-21, being the Centenary Year of the Bank and further the environment the Bank was operating especially in the context of COVID 19 pandemic, was extremely a challenging one. Mr. C.VR. Rajendran's rich and all round experience as a Banker with highly developed strategic, commercial and professional leadership skills and his approach to enhance the revenue base of the Bank making full use of the opportunities thrown by the environment has helped the Bank to post stellar performance in FY 2021 across all key parameters.

Keeping in line with the regulatory Guidelines in the matter and as per the Compensation Policy of the Bank, Nomination & Remuneration Committee of the Board and the Board, subject to the approval of Reserve Bank of India, had recommended a variable pay of ₹ 6,00,00,000 (Rupees Six Crore only) for the financial year 2020-21, which being 300 % of the fixed pay i.e. ₹ 2,00,00,000 (Rupees Two Crore only), paid in the same period. The variable pay recommended was based on achievement of the target set for the same period which is linked to ratings based on balanced scorecard covering both quantitative and qualitative aspects.

As the variable pay recommended is 300 % of the fixed pay, 67% of the variable pay should be via non-cash instruments, and balance 33% in the form of cash as detailed under:

Amount in ₹

Financial year	Total Variable Pay	Cash Component (33% of the total variable pay)	Non-Cash Component (67 % of the total variable pay)
2020-21	6,00,00,000	1,98,00,000	4,02,00,000

(I) Cash Component

As per RBI guidelines and the Policy, 50 % of the cash component shall be paid upfront post receipt of approval of RBI and the balance 50 % will be paid in a staggered manner over a period of three years from the date of upfront payment as under:

Manner of payment	Percentage of payment	Amount in ₹
Upfront Payment	50% of Cash Component shall be paid immediately on receipt of approval of Reserve Bank of India	99,00,000
Deferral Arrangement	balance 50% of the Cash Component	99,00,000
1 st Anniversary from the date of payment of Upfront Payment	33.33% of the total deferral amount	32,99,670
2 nd Anniversary from the date of payment of Upfront Payment	33.33% of the total deferral amount	32,99,670
3 rd Anniversary from the date of payment of Upfront Payment	33.34%- balance of the deferral amount	33,00,660

(ii) Non-Cash Component

Non-Cash component of variable pay, which is 67 % of the total variable pay, will be paid in the form of Stock Options as per the 'CSB Employee Stock Option Scheme 2019', to be vested in a staggered manner over a period of three years from the date of grant subject to approval of Reserve Bank of India, detailed as under:

Date/ Year of grant subject to RBI approval	Vesting schedule	Options/value of the options to be vested
FY 2021-22	1 st Anniversary from the date of grant	33.33%
FY 2022-23	2 nd Anniversary from the date of grant	33.33%
FY 2023-24	3 rd Anniversary from the date of grant	33.34%

The number of options to be granted shall be determined by arriving fair value of the options, post receipt of approval of Reserve Bank of India by using Black-Scholes model. Exercise price of the options may be the market price of share on the trading day immediately preceding the date of grant, may be decided by the Nomination & Remuneration Committee of the Board or in the manner as may be advised by Reserve Bank of India, while according its approval.

Variable pay proposed is subject to malus/clawback arrangements for the deferral payments as per the RBI Guidelines and Compensation policy of the Bank.

As the fixed pay and the variable pay including Stock Options recommended is subject to the approval of Reserve Bank of India, Board/NRC may be authorized to approve/revise the fixed pay and variable pay both cash and non-cash component (Stock Options) in the manner as may be approved by Reserve Bank of India, within the above limit and also to change the year of the grant, if necessary as prior approval of Reserve Bank of India is mandatory in terms of Section 35 B of the Banking Regulation Act, 1949 for payment of remuneration in any form to Managing Director & CEOs, without being required to seek any further consent or approval of the Members of the Bank.

Pursuant to the provisions of the Articles of Association of the Bank read with Section 196 of the Companies Act, 2013, payment of remuneration in any form to the Managing Director & CEO requires approval of the Members in General Meeting.

The Board of Directors recommends the resolution in relation to payment of fixed and variable pay to Mr. C.VR. Rajendran, Managing Director & CEO as set out in Item No. 13 of the notice for approval of the Members by way of an Ordinary Resolution.

Additional information in respect of Mr. C.VR. Rajendran, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure B to this Notice.

Except Mr. C.VR. Rajendran or his 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. 13 of the notice.

Item Nos.14 and 15

Appointment of Mr. Pralay Mondal (DIN: 00117994) as a Director and as the Deputy Managing Director of the Bank and approval for the terms of his appointment

With the objective of succession planning in the Bank at an appropriate time and further to build a team at the top level to achieve sustainable growth over a long period and also to handle challenges that may surface in the growth path of the Bank, the Bank considered the options of inducting executives at senior level on the Board with the position of Executive Directors with more responsibility so that they can contribute in this ambitious journey ahead. The induction process will also help in creating a vision for larger geography distribution, creating a full service bank and build the Bank of the future. In tune with the above, Nomination & Remuneration Committee of the Board has recommended to elevate and appoint Mr. Pralay Mondal as Deputy Managing Director, for the approval of the Board, which was duly approved by the Board at its meeting held on June 8, 2021. As a pre-requisite to appointment Mr. Pralay Mondal as Deputy Managing Director, Mr. Pralay Mondal needs to be co-opted as a Board member and accordingly the Committee has also recommended appointment of him as Director of the Bank for the period which is co-terminus with his term of appointment as the Deputy Managing Director. The appointment is effective from the date of approval of Reserve Bank of India in terms of Section 35B of the Banking Regulation Act, 1949. Mr. Pralay Mondal is currently holding the position as President (President Retail, SME, Technology and Operations) in the Bank with effect from September 23, 2020.

Mr. Mondal is an Engineer from IIT, Kharagpur and a Management graduate from IIM, Calcutta. Mr. Pralay Mondal has over 30 years of banking experience across multiple businesses and functions including retail assets, retail liabilities, business banking, products and technology, and experience of building many subsidiaries in previous banking institutions which has helped him to bring in a lot of positive changes post his appointment in the Bank.

Mr. Pralay Mondal was holding the position of Executive Director (Retail Banking) in the Axis Bank prior to joining CSB Bank Ltd. Having worked in systematically important banks like HDFC Bank and AXIS Bank and with the experience of setting up Retail and MSME Business in Yes Bank, the Bank felt that Mr. Pralay Mondal's elevation as the Deputy Managing Director would help to build a new top leadership team across many key Businesses, Risk and Support Functions. Mr. Mondal'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.

Considering all the above, the Committee considered and recommended the appointment of Mr. Pralay Mondal as a Director and as the Deputy Managing Director of the Bank, for a period of 5 (five) years, with effect from date of approval of Reserve Bank of India in terms of Section 35B of the Banking Regulation Act, 1949 and also the terms and conditions relating to the said appointment, including remuneration and recommended the same for the approval of the Board of Directors of the Bank.

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 Mr. Pralay Mondal for the office of Director.

The Nomination and Remuneration Committee of the Board had assessed the profile of Mr. Pralay Mondal

and having found him to be 'fit and proper' in terms of Reserve Bank of India's Circular on 'Fit and proper' criteria for appointment of directors in the banks and accordingly recommended his appointment to the Board of Directors.

During his tenure, Mr. Pralay Mondal shall be liable to retire by rotation, in terms of the provisions of the Section 152(6) of the Act.

Mr. Pralay Mondal is not disqualified from being appointed as a Director, in terms of Section 164 of the Act and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act, 2013 and the relevant Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Banking Regulation Act, 1949 and the Guidelines issued by the RBI, in this regard, from time to time.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on June 8 2021, considered and approved the appointment of Mr. Pralay Mondal as a Director of the Bank and as the Deputy Managing Director of the Bank and further the terms and conditions relating to the said appointment, including remuneration by way of salary, allowance and perquisites and variable pay as detailed below, payable to Mr. Pralay Mondal as the Deputy Managing Director of the Bank, more particularly set out in Item resolution Nos. 14 and 15 of this Notice and further detailed below, subject to the approval of the RBI and the Members of the Bank.

Sl No.	Particulars	Details of the terms of appointment
Part-A: Fixed Pay (including Perquisites)		
1.	Salary	₹ 1,04,00,004 p.a.
2.	House Rent Allowance (HRA)	₹ 52,00,008 p.a.
3.	Special Allowance	₹ 90,02,376 p.a.
4.	Other fixed allowance (including Conveyance Allowance, Educational allowance, Telephone Allowance, Medical Allowance, City Compensatory Allowance & Entertainment Allowance)	₹ 3,57,612 p.a.
5.	Retiral/Superannuation benefits:	
5a.	National Pension Scheme (NPS)	10 % of basic salary or such other rate as may be decided upon by the Board/Committee, from time to time.
5b.	Gratuity	Eligible for gratuity under and in accordance with the Payment of Gratuity Act, 1972 as applicable.
6.	Perquisites & Other allowances:	
6a.	Medical benefits	Covered under group medical insurance as per Bank's Policy.
6b.	Official travel expenses and other related allowance	Conveyance Allowance/Free use of Bank's car for official purpose as per the Bank's Policy.

6c.	Official Travel	Travel by highest Class while on duty by Road or Rail and by Business Class by Air or Sea, or in such other manner as may be prescribed by the Board from time to time.
6d.	Lodging Expenses	Actual expenses for stay in Hotels upto and including Five Star Category for Single Room Occupancy, supported by Bills/ Vouchers and such other variations as may be approved by the Board.
6e.	Boarding Charges	Actual expenses for Boarding
6f.	Halting Allowance	When the official is on outstation duty for the Bank's affairs, he shall be entitled to avail Halting Allowance: 1. @ ₹ 2,000/- (Rupees Two Thousand only) per day if lodging expenses are not claimed. 2. @ ₹ 4,000/- (Rupees Four Thousand only) per day if both boarding and lodging expenses are not claimed.
6g.	Leave	As per the Bank's Rules.
Part-B : Variable Pay		
1.	Payment of variable pay in terms of Reserve Bank of India, vide Circular dated November 4, 2019, bearing number 'DOR.Appt.BC.No.23/29.67.001/2019-20', revised Guidelines on 'Compensation of Whole Time Directors/Chief Executive Officers/Material Risk Takers and Control Function Staff, etc.	
2.	Amount of variable pay will be as approved by the RBI from time to time for each financial year as per the achievement of performance parameters fixed by the Nomination and Remuneration Committee of the Bank. Payment of variable pay is also subject to approval of members of the Bank in terms of Section 196 of the Companies Act, 2013.	

As the terms and conditions of the appointment of Mr. Pralay Mondal is subject to the approval of Reserve Bank of India, Board/NRC may be authorized to approve/revise the terms including salary, allowances and perquisites and variable pay in the manner as may be approved by Reserve Bank of India, within the above limits as prior approval of Reserve Bank of India is mandatory in terms of Section 35 B of the Banking Regulation Act, 1949 for appointment as well as payment of remuneration, in any form to the Whole Time Directors, without being required to seek any further consent or approval of the Members of the Bank.

Mr. Pralay Mondal's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Pralay Mondal having the requisite experience/ expertise required under Section 10A(2) of the Banking Regulation Act, 1949.

Additional information in respect of Mr. Pralay Mondal, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Pursuant to the provisions of the Articles of Association of the Bank read with Sections 196 and other applicable provisions, if any, of the Companies Act, 2013, payment of remuneration to the Whole Time Directors requires approval of the Members in General Meeting.

The Nomination and Remuneration Committee and the Board of Directors recommend the resolutions in relation to the appointment of Mr. Pralay Mondal as a Director and as the Deputy Managing Director of the Bank, liable to retire by rotation including remuneration by way of salary, allowances and perquisites and variable pay, as set out in Item No. 14 and 15 of the notice, for approval of the Members by way of an Ordinary Resolution.

Except Mr. Pralay Mondal or his relatives, none of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 14 and 15 of the notice.

Item No.16

To approve amendment in 'CSB Employee Stock Option Scheme 2019'

The Bank had implemented an employee stock option scheme namely 'CSB Employee Stock Option Scheme 2019' ("ESOS 2019"/ "Scheme") to attract, retain, incentivise and motivate its eligible employees vide special resolution dated May 04, 2019 passed by the shareholders' prior to its Initial Public Offer ("IPO") of equity shares ("Shares"). For administration and better implementation of the Scheme, the Bank had set-up an irrevocable employee welfare trust namely 'CSB ESOS Trust' ("Trust") in due compliance

with the applicable laws. Subsequent to the IPO, with a view to comply with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Bank had ratified the Scheme vide special resolution dated July 20, 2020 passed by the members of the Bank.

In the meantime, with a view to comply with the requirements of the Guideline No. DOR.Appt. BC.No.23/29.67.001/2019-20 dated November 4, 2019 issued by the Reserve Bank of India ("RBI Guidelines") and approvals issued thereunder in specific cases of retirement and general cases of retirement of option grantees, it is thought expedient to allow vesting of unvested employee stock options ("Options") after the date of retirement as determined by the Nomination and Remuneration Committee ("Committee") of the Board of Directors of the Bank. This is especially relevant as your Bank grants Options as part of remuneration on the basis of annual pay cycle which vests over at least next 3 (three) years in a staggered way. In case of retirement in the meantime before completion of vesting, the unvested Options would lapse in case not allowed to vest resulting in loss of Options/ remuneration of the past annual pay cycle for which Bank would have consumed the concerned option grantee's contribution. However, any vesting after retirement shall be subject to usual malus and clawback requirement as prescribed under the Scheme read with RBI Guidelines.

To give effect to the aforesaid proposal, the Scheme has been amended in terms of updation of Sub-clause 7.3 along with other consequential changes.

Given the nature of proposed amendment, it is not detrimental to the interests of any existing option grantees. The beneficiaries of this amendment shall be such option grantees whose unvested Options may lapse due to retirement pending complete vesting of the Options.

Your Board recommends passing of the aforesaid proposal seeking amendment of the Scheme under Regulation 7 of the SEBI SBEB Regulations as Special Resolution.

The afore-stated proposals were already approved by the Committee and your Board of Directors ("Board") at their respective meetings held on June 08, 2021.

Features of the Scheme (except stated above) shall remain the same as last approved vide special resolution dated July 20, 2020 and are reproduced again in terms of SEBI SBEB Regulations as under:

a) Brief description of the Scheme

The Bank proposes to implement Scheme primarily with a view to attract, retain, motivate and reward the eligible employees of the Bank and its whole-time and executive director(s) (jointly referred to as "Employees"). The Scheme contemplates grant of Options to the eligible Employees, as determined in due compliance with SEBI SBEB Regulations, relevant

RBI Guidelines and provisions of the Scheme. After vesting of Options, the eligible Employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Bank from the Trust subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Trust is administering the Scheme. The Committee of the Bank is supervising the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in Scheme.

b) Total number of Options to be granted

Total number of Options that may be granted under the Scheme shall not exceed 1,66,72,791 (One Crore Sixty Six Lakh Seventy Two Thousand Seven Hundred and Ninety One) out of which 50,00,000 (Fifty Lakh) Options were reserved under the Scheme as originally contemplated.

Each Option upon exercise shall be convertible into one equity share of face value of ₹ 10/- (Rupees Ten Only) fully paid-up. Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled Options as per the terms of Scheme. However, once underlying shares are delivered upon exercise of Options, the shares reserved for Scheme purposes would reduce.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the Options granted. Accordingly, the ceiling of Options/ underlying equity shares shall be deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the Employee Stock Option Scheme

All permanent employees and whole-time or executive directors (referred to as "Employees") of the Bank shall be eligible subject to determination or selection by the Committee. However, following classes of employee/ director shall not be eligible who is:

- a) An Independent director;
- b) A Promoter or person belonging to promoter group; and
- c) A director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Bank.

d) Requirements of vesting and period of vesting

The Options granted shall vest so long as the Employee continues to be in the employment/ service of the Bank as per SEBI SBEB Regulations except in case of death, permanent incapacity and retirement. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest subject to the minimum and maximum vesting period as specified below. The Options shall vest subject to performance based vesting, the criteria being a mix of annual corporate and individual performance with a predefined threshold, achievement below which will result in no vesting for that year. These criteria will include achievement in terms of operational and/ or financial performance parameters of the Bank as specified by the Committee. Vesting in case of personnel whose remuneration and Options entitlement are regulated under relevant RBI Guidelines, shall be subject to additional conditions as to reduction/ clawback of vesting in line with deterioration in financial performance of the Bank.

Vesting period for any Options granted under this Scheme shall be subject to statutory minimum period of 1 (One) year from the date of grant during which no vesting shall be allowed. Subject to this statutory minimum period, any staggered vesting prescribed for any grant shall be over a vesting schedule of minimum of 3 (Three) years and maximum of 10 (Ten) years from the date of grant.

e) The maximum period within which the Options shall be vested

The Options granted shall vest not later than 10 (Ten) years from the date of grant of such Options.

f) Exercise price or pricing formula

The exercise price per Option shall be determined by the Committee in accordance with applicable laws and shall not be less than the face value of underlying shares as on date of grant.

g) Exercise period and the process of exercise

The exercise period in respect of a vested Option shall be a period commencing from the relevant vesting date of such Option and shall end with the expiry of 10 (Ten) years or such other shorter period as approved by the Committee from the date of grant of such Option. Thus, expiry of exercise period in respect of Options granted in a tranche of grant shall be same for all Options in such tranche of grant.

The Options will be exercisable by the grantees by a written application to the Trust along with payment of exercise price and applicable taxes in such manner and on execution of such documents, as may be prescribed from time to time. The Options will lapse if not exercised within the specified exercise period.

h) Appraisal Process for determining the eligibility of the Employees

The Options shall be granted to the eligible Employees as per performance appraisal system of the Bank and the Committee at its discretion may adopt any eligibility criteria for determining eligibility of any Employee or a class thereof on the basis of designation, role and future potential of Employees.

i) Maximum number of Options to be issued per employee and in aggregate

The maximum number of Options that may be granted to an eligible Employee per such Employee and in aggregate under Scheme shall vary depending upon the designation, role, criticality and the appraisal process however shall not exceed the ceiling as specified or determined, from time to time as per the Compensation Policy of the Bank implemented as per guidelines of the Reserve Bank of India.

j) Maximum quantum of benefits to be provided per Employee under the Scheme

There is no other benefit except grant of Options which shall be subject to such limitations as mentioned in the point above.

k) Route of implementation or administration of the Scheme

Scheme is implemented and administered through an irrevocable employee welfare trust known as CSB ESOS Trust ("Trust") already set-up by the Bank.

l) Source of acquisition of shares under the Scheme

The Scheme contemplates use/ acquisition of shares from two sources:

- (i) Up to 80,00,000 (Eighty Lakh) shares from the fresh issue by the Bank. However, from the said quantum of shares, the Bank had already issued 50,00,000 (Fifty Lakh) shares to the Trust prior to its IPO under the Pre-IPO Scheme. Thus, only 30,00,000 (Thirty Lakh) shares are envisaged to be issued through fresh issue to the Trust; and
- (ii) Balance up to 86,72,791 (Eighty Six Lakh Seventy Two Thousand Seven Hundred and Ninety One) shares by way of secondary acquisition through the Trust.

m) Amount of loan to be provided for implementation of the Scheme by the Bank to the Trust, its tenure, utilization, repayment terms, etc.

The Bank shall not provide any financial assistance by way of any loan, or guarantee or security in connection with any loan to the Trust. The Trust shall on its own arrange to meet its funding requirement from the sources other than the Bank and on such terms and conditions that are in line with extant market conditions or as negotiated with the lenders.

n) Maximum percentage of secondary acquisition

The Scheme envisages secondary acquisition of shares up to 5% (Five percent) of the paid-up equity share capital of the Bank as on March 31, 2020, which is as per the statutory ceiling prescribed under the SEBI SBEB Regulations.

o) Disclosure and Accounting Policies

The Bank and the Trust shall comply with the accounting policies and disclosure requirements prescribed as per prevailing accounting guidelines and the Bank shall adhere to the accounting policies specified in Regulation 15 of the SEBI SBEB Regulation.

p) Method of Option valuation

To calculate the employee compensation cost, the Bank shall use intrinsic value method as applicable for the time being. In case the accounting standard IND AS 102 as would be applicable, the Bank shall use the fair value method for valuation of the Options granted and the reporting in the manner as may be prescribed.

q) Declaration

In case, the Bank opts for expensing of share based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Bank shall also be disclosed in the Directors' Report.

As the Scheme is sought to be amended as stated above, consent of the members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013, read with Regulations 7 of the SEBI SBEB Regulations.

A draft copy of the Scheme, as to be amended, is available for inspection in the manner as detailed in Point No. 6 of the 'Notes' forming part of the notice.

The Board of Directors recommends the resolution in relation to amendment in 'CSB Employee Stock Option Scheme 2019' as set out in Item No. 16 of the notice for approval of the Members by way of a Special Resolution.

Except to the extent of the Options that may be granted under the Scheme, 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. 16 of the notice.

By Order of the Board,
For CSB Bank Limited,

Place: Thrissur
Date: July 5, 2021

Sd/-
(Sijo Varghese)
Company Secretary

Additional information on Directors seeking appointment/reappointment in the Annual General Meeting scheduled on August 12, 2021, as required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) on General Meeting, issued by the Institute of Company Secretaries of India.

1. Mr. Madhavan Menon (DIN: 00008542)

Name	Mr. Madhavan Menon	
Date of Birth / Age	February 12, 1955	66 years
Educational Qualification	B.A (Business), MBA (Financial & International Business)	
Expertise in functional area	Banking and Finance	
Date of first appointment on Board	First term: From August 10, 2016 to June 22, 2017 Second term: September 03, 2018 onwards.	
Brief resume including experience	<p>Mr. Madhavan Menon is a Non- Executive Director of the Bank and has been associated with the Bank since September 3, 2018. Shri. Madhavan Menon was the Part Time Chairman of the Bank for the period from April 22, 2019 to July 21, 2020. He has a varied background having commenced his career in ANZ Grindlays Bank and subsequently worked in Citibank, Emirates Bank and in the Financial Services Division of the Aditya Birla Group. His areas of interest include Treasury, Corporate Lending, Operations, Corporate Governance and Strategic Planning. Mr. Menon is presently the Chairman & Managing Director of Thomas Cook (India) Ltd (TCIL), a Fairfax Company, which is the leading integrated travel and travel related financial services company in the Country, offering a broad spectrum of services that include Foreign Exchange, Corporate Travel, MICE, Leisure Travel, Insurance, Visa & Passport Services and E-Business. Mr. Menon holds Directorships in various subsidiaries of TCIL and is also the Chairman of the Fairfax India Charitable Foundation that focusses on bringing down the cost of treating kidney related ailments in the Country. Mr. Madhavan Menon is one of the two directors nominated by promoters of the Bank, M/s. FIH Mauritius Investments Ltd.</p>	
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Sterling Holiday Resorts Limited; 2. SOTC Travel Limited; 3. Travel Corporation (India); 4. Cedar Management Consulting Private Limited; 5. TCI- GO Vacation India Private Limited; and 6. Thomas Cook (India) Limited. 	
No. of shares held in the Bank or on a beneficial ownership basis	9897 equity shares	
Details of remuneration last drawn	Being an Investor Director, Bank is not paying sitting fee for attending the Board and Committee meetings.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	No relationship per se.	
No. of Board meetings attended during his current tenure in office as Director and till the date of this Notice	43	

Details of membership in the Committees of the Board of the Bank	Risk Management Committee	Member
	Audit Committee	Member
	NPA Management Committee	Member
	Stakeholders Relationship Committee	Chairman
	Nomination and Remuneration Committee	Member
Details of membership in the Committees of the Board of the other Companies	1. Sterling Holiday Resorts Limited	
	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	2. SOTC Travel Limited	
	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member
	3. Travel Corporation (India) Limited	
	Audit Committee	Member
	Nomination and Remuneration Committee	Member
Corporate Social Responsibility Committee	Member	
Terms and conditions of appointment / reappointments including remuneration	<p>Mr. Madhavan Menon is a Director proposed to be reappointed as per section 152(6) of the Companies Act, 2013 and hence, liable to retire by rotation.</p> <p>Being a Non-Executive Director, he is entitled for sitting fee for attending the Board and Committee meetings as per the provisions of the Article of Association of the Bank and Section 197 (5) of the Companies Act, 2013 read with the Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.</p> <p>Being an Investor Director, Bank is not paying sitting fee for attending the Board and Committee meetings.</p>	

2. Ms. Sharmila Abhay Karve (DIN: 05018751)

Name	Ms. Sharmila Abhay Karve	
Date of Birth / Age	April 08, 1965	56 years
Educational Qualification	B.Com, CA	
Expertise in functional area	Accountancy and Finance	
Date of first appointment on Board	July 20, 2020	
Brief resume including experience	<p>Ms. Sharmila Abhay Karve is an Additional Director (Non-executive & Independent) of the Bank and has been associated with the Bank since July 20, 2020. Ms. Sharmila Abhay Karve is a member of The Institute of Chartered Accountants of India and is also a Commerce Graduate from Mumbai University. Ms. Sharmila has over three decades of association with the Network of Price Waterhouse firms in India in various capacities till she retired on June 30, 2019. In the Price Waterhouse India network, Ms. Sharmila held various positions. She was an audit partner for several Indian and Multinational clients for many years. She was appointed as the Ethics and Business Conduct Leader for the firms and was also elected to the Partnership Oversight Committee (POC) which is responsible for governance and oversight. Later, she took over as the Head of Audit. She has also been the Head for Risk & Quality, which restructured the risk profile of their clients' products and services and implemented mitigating controls. In 2017, she was appointed as the Diversity & Inclusion Leader for the PwC Global network and was on the Global Leadership Team and the Global Human Capital Team.</p>	

Directorship held in other Companies	1. EPL Limited (Formerly Essel Propack Limited); 2. Syngene International Limited; 3. Vanaz Industries Limited; 4. Aadhar Housing Finance Limited; and 5. Thomas Cook (India) Limited.	
No. of shares held in the Bank or on a beneficial ownership basis	Nil	
Details of remuneration last drawn	Sitting fee for attending Board and committee meetings for the FY 2020-21 – ₹ 7,10,000/-	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	No relationship per se.	
No. of Board meetings attended during her current tenure in office as Director and till the date of this Notice	12	
Details of membership in the Committees of the Board of the Bank	Audit Committee	Chairperson
	NPA Management Committee	Member
	Committee for Monitoring Large Value Frauds	Member
Details of membership in the Committees of the Board of the other Companies	1. EPL Limited	
	Audit Committee	Chairperson
	Stakeholders Relationship Committee	Member
	2. Syngene International Limited	
	Audit Committee	Member
	Stakeholders Relationship Committee	Chairperson
	Risk Committee	Member
	3. Vanaz Industries Limited	
	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	4. Aadhar Housing Finance Limited	
	Audit Committee	Chairperson
Nomination and Remuneration Committee	Chairperson	
Risk Committee	Member	
Terms and conditions of appointment / reappointment including remuneration	<p>The proposed appointment of Ms. Sharmila Abhay Karve as Independent Director is up to July 19, 2023.</p> <p>The terms and conditions of appointment of Ms. Sharmila Abhay Karve remains same as that of other Independent Director(s) of the Bank and the same are hosted on the website of the Bank 'www.csb.co.in' under the head 'Investor Relations Corporate Governance'</p>	

3. Mr. Sudhin Bhagwandas Choksey (DIN: 00036085)

Name	Mr. Sudhin Bhagwandas Choksey	
Date of Birth / Age	January 31, 1954	67 years
Educational Qualification	B. Com.(Hons), FCA.	
Expertise in functional area	Accountancy, Finance and Banking	
Date of first appointment on Board	March 30, 2021	

Brief resume including experience	<p>Mr. Sudhin Choksey is an Additional Director (Non-executive & Independent) of the Bank and has been associated with the Bank since March 30, 2021. Mr. Choksey has overall 42 years of professional experience, both in India and Overseas. Mr. Sudhin Choksey was the former Managing Director of GRUH Finance Ltd. which was merged with Bandhan Bank. As a part of the scheme of merger, Mr. Sudhin Choksey joined Bandhan Bank as Executive Director (Designate) in October 2019 and retired on February 16, 2021. Mr. Choksey was an experienced CEO at GRUH Finance with a demonstrated history of working in the mortgage finance business and skilled in lending business. During the span of 26 years of working with GRUH Finance, he has held various positions including that of General Manager, Executive Director, Chief Executive Director and Managing Director. At Bandhan Bank, he was the vertical head of the housing finance business. Mr. Choksey has also served as an Independent Director on the Boards of many listed and unlisted companies. Mr. Sudhin Choksey is a fellow member of the Institute of Chartered Accountants of India and has done his graduation in Commerce (Honours) from The Sydenham College of Commerce & Economics, Mumbai University. He was the recipient of BUSINESS LEADER – FINANCIAL SERVICES Award for 2015 from The Institute of Chartered Accountants of India, New Delhi.</p>											
Directorship held in other Companies	Nil											
No. of shares held in the Bank or on a beneficial ownership basis	650 equity shares											
Details of remuneration last drawn	Not applicable to Mr. Sudhin Bhagwandas Choksey as no meeting was conducted in the financial year 2020-21 post his appointment.											
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	No relationship per se.											
No. of Board meetings attended during his current tenure in office as Director and till the date of this Notice	4											
Details of membership in the Committees of the Board of the Bank	<table border="1" data-bbox="655 1308 1442 1509"> <tr> <td data-bbox="655 1308 1225 1348">Management Committee</td> <td data-bbox="1225 1308 1442 1348">Member</td> </tr> <tr> <td data-bbox="655 1348 1225 1388">Risk Management Committee</td> <td data-bbox="1225 1348 1442 1388">Chairman</td> </tr> <tr> <td data-bbox="655 1388 1225 1429">Stakeholders Relationship Committee</td> <td data-bbox="1225 1388 1442 1429">Member</td> </tr> <tr> <td data-bbox="655 1429 1225 1469">Committee for Monitoring Large Value Frauds</td> <td data-bbox="1225 1429 1442 1469">Member</td> </tr> <tr> <td data-bbox="655 1469 1225 1509">Corporate Social Responsibility Committee</td> <td data-bbox="1225 1469 1442 1509">Member</td> </tr> </table>		Management Committee	Member	Risk Management Committee	Chairman	Stakeholders Relationship Committee	Member	Committee for Monitoring Large Value Frauds	Member	Corporate Social Responsibility Committee	Member
Management Committee	Member											
Risk Management Committee	Chairman											
Stakeholders Relationship Committee	Member											
Committee for Monitoring Large Value Frauds	Member											
Corporate Social Responsibility Committee	Member											
Details of membership in the Committees of the Board of the other companies	Nil											
Terms and conditions of appointment / reappointment including remuneration	<p>The proposed appointment of Mr. Sudhin Bhagwandas Choksey as Independent Director is up to January 30, 2024.</p> <p>The terms and conditions of appointment of Mr. Sudhin Bhagwandas Choksey remains same as that of other Independent Director(s) of the Bank and the same are hosted on the website of the Bank 'www.csb.co.in' under the head 'Investor Relations Corporate Governance'.</p>											

4. Mr. Sunil Srivastav (DIN: 00237561)

Name	Mr. Sunil Srivastav	
Date of Birth / Age	March 21, 1958	63 years
Educational Qualification	B.Sc.(H), MBA, CAIIB	
Expertise in functional area	Agriculture, Rural Economy and Banking	
Date of first appointment on Board	June 08, 2021	
Brief resume including experience	<p>Mr. Sunil Srivastav had a stint of more than 38 years with State Bank of India. He had joined State Bank of India in 1980 and held various positions in the Bank until he retired as Deputy Managing Director of Corporate Banking from State Bank of India, in 2018. Mr. Srivastav's rich experience in banking includes Credit Risk, Project Finance, Corporate Finance, International Banking, Investment Banking, Corporate Strategy, National/ Elite Banking, Corporate Banking and Digital & Retail Banking with varied experience across geographies in India & abroad, having been a part of various cycles in the development of the Indian economy. Mr. Srivastav was a keen analyst and commentator on developments in the field of Corporate Finance and Banking.</p> <p>Post retirement in April 2018, Mr. Srivastav has been engaged as a Senior Advisor (Part time) with Edelweiss Group, Vedanta India, and The World Bank - Energy and Extractives program in India.</p> <p>Mr. Srivastav had previously served on the Boards of Gillanders Arbuthnot Ltd., SBICAP Trustee and Custodial Services, West Bengal Financial Development Corp., National Payments Corporation of India and Member Global Advisory Board of Master Card, to name a few. He also has a deep understanding of the NBFC Sector, gained while heading the Corporate Banking function of the SBI.</p>	
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Paisalo Digital Limited; 2. Eros International Media Limited; 3. Star Paper Mills Ltd; 4. Solar Industries India Limited; 5. SIS Limited; 6. RSPL Limited; 7. Eros International Films Private Limited; and 8. Ed4all Private Limited. 	
No. of shares held in the Bank or on a beneficial ownership basis	Nil	
Details of remuneration last drawn	NA	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	No relationship per se.	
No. of Board meetings attended during his current tenure in office as Director and till the date of this Notice	1	
Details of membership in the Committees of the Board of the Bank	Management Committee	Chairman
	Committee for Monitoring Large Value Frauds	Chairman
	Customer Service Committee	Chairman
	IT Strategy Committee	Member

Details of membership in the Committees of the Board of the other Companies	1. Eros International Media Limited	
	Stakeholder Relationship Committee	Chairman
	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	2. Paisalo Digital Limited	
	Nomination and Remuneration Committee	Chairman
	Stakeholder Relationship Committee	Member
	3. SIS Limited	
	Nomination and Remuneration Committee	Member
	4. Eros International Films Private Limited	
Audit Committee	Member	
Terms and conditions of appointment / reappointment including remuneration	<p>The proposed appointment of Mr. Sunil Srivastav as Independent Director is up to June 07, 2024.</p> <p>The terms and conditions of appointment of Mr. Sunil Srivastav remains same as that of other Independent Director(s) of the Bank and the same are hosted on the website of the Bank 'www.csb.co.in' under the head 'Investor Relations Corporate Governance'.</p>	

5. Mr. Madhavan Aravamuthan (DIN: 01865555)

Name	Mr. Madhavan Aravamuthan	
Date of Birth / Age	April 23, 1954	67 years
Educational Qualification	M.A (Economics), CAIIB	
Expertise in functional area	Banking, Economics, Finance, IT and Payment & Settlement Systems.	
Date of first appointment on Board	December 13, 2018	
Brief resume including experience	<p>Mr. Madhavan Aravamuthan was appointed as Part-time Chairman of the Bank effective from August 10 2020 and has been associated with the Bank since December 13, 2018. He is a seasoned Banker having served Reserve Bank of India for over thirty seven years in various Banking areas and capacities. He is a Post graduate in Economics from Madras University and a Certified Associate of Indian Institute of Bankers. His skill sets include deep knowledge of IT Systems, Payment & Settlement Systems, Offsite Surveillance of Banks, etc. E-Kuber CBS system for the Reserve Bank of India was conceptualised, implemented and rolled out after effecting Business Process Re-engineering by Mr. Madhavan Aravamuthan. He had also significantly contributed in the preparation of RFP for RTGS and HRMS solutions of the Reserve Bank. He was earlier on the Board of erstwhile Bank of Rajasthan as Additional Director appointed by Reserve Bank of India.</p>	
Directorship held in other Companies	Nil	
No. of shares held in the Bank or on a beneficial ownership basis	Nil	
Details of remuneration last drawn	<p>Sitting fee: Bank paid sitting fee for attending Board and Committee meetings for the FY 2020-21 – ₹ 14,10,000/-</p> <p>Honorarium: Bank paid ₹ 11,56,451/- (Gross), as honorarium for holding the position of Part-time Chairman of the Bank for the period starting from the date of his appointment on August 10, 2020 and up to March 31, 2021.</p>	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	No relationship per se.	

No. of Board meetings attended during his current tenure in office as Director and till the date of this Notice	30	
Details of membership in the Committees of the Board of the Bank	Risk Management Committee	Member
	NPA Management Committee	Chairman
	Nomination and Remuneration Committee	Member
	IT Strategy Committee	Chairman
Details of membership in the Committees of the Board of the other Companies	Nil	
Terms and conditions of appointment / reappointment including remuneration	<p>The proposed reappointment of Mr. Madhavan Aravamuthan as an Independent Director is up to June 28, 2025.</p> <p>The terms and conditions of the reappointment of Mr. Madhavan Aravamuthan as an Independent Director remains same as that of other Independent Director(s) of the Bank and the same are hosted on the website of the Bank 'www.csb.co.in' under the head 'Investor Relations Corporate Governance'.</p> <p>The terms and conditions of the appointment of Mr. Madhavan Aravamuthan as Part-time Chairman of the Bank is detailed in Item No. 8 of the explanatory statement of the notice of the Annual General Meeting.</p>	

6. Ms. Bhama Krishnamurthy (DIN: 02196839)

Name	Ms. Bhama Krishnamurthy	
Date of Birth / Age	December 19, 1954	66 years
Educational Qualification	Master of Science	
Expertise in functional area	Banking, Small Scale Industry and Risk Management	
Date of first appointment on Board	September 03, 2018	
Brief resume including experience	<p>Ms. Bhama Krishnamurthy is an Independent Director of the Bank and has been associated with the Bank since September 3, 2018. Ms. Bhama Krishnamurthy, is a seasoned banker with a sparkling career spanning over 35 years in IDBI (presently IDBI Bank) and SIDBI, an Apex Development Bank for MSMEs in India covering almost all areas of development banking operations, viz., Resource Raising and Management (Rupee and Forex), Integrated Treasury operations, Credit Dispensation and Management, Risk Management, Management of Associates and Subsidiaries, etc., not only from policy perspectives but implementation aspects, besides direct credit functions including as Head of Branch operations and member of various credit committees. She had also handled Human Resources Development division covering recruitment, training and promotion aspects. She retired as Country Head and Chief General Manager from SIDBI in December 2014. She has also served on the Boards of several companies, venture funds and CIBIL as Nominee of SIDBI. Ms. Bhama Krishnamurthy was instrumental in bringing about several policy changes in various State Financial Corporations, while serving on the Boards, as nominee of SIDBI.</p>	

Directorship held in other Companies	1. Reliance Industrial Infrastructure Limited; 2. Network18 Media & Investments Limited; 3. Cholamandalam Investment and Finance Company Limited; 4. Muthoot Microfin Limited; 5. Five- Star Business Finance Limited; 6. e-Eighteen.com; 7. Thirumalai Chemicals Limited; and 8. Magma Housing Finance Limited.	
No. of shares held in the Bank or on a beneficial ownership basis	Nil	
Details of remuneration last drawn	Sitting fee for attending Board and Committee meetings for the FY 2020-21 – ₹ 13,90,000/-	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	No relationship per se.	
No. of Board meetings attended during her current tenure in office as Director and till the date of this Notice	46	
Details of membership in the Committees of the Board of the Bank	Risk Management Committee	Member
	Audit Committee	Member
	Committee for Monitoring Large Value Frauds (CMF)	Member
	Corporate Social Responsibility Committee	Chairperson
	Nomination and Remuneration Committee	Chairperson
Details of membership in the Committees of the Board of the other companies	1. Reliance Industrial Infrastructure Limited	
	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member
	2. Network18 Media & Investments Limited	
	Audit Committee	Member
	3. Cholamandalam Investment and Finance Company Limited	
	Audit Committee	Member
	Risk Management Committee	Member
	Corporate Social Responsibility Committee	Member
	4. Muthoot Microfin Limited	
	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	5. Five- Star Business Finance Limited	
	Audit Committee	Member
	Risk Management Committee	Chairperson
	Corporate Social Responsibility Committee	Member
	6. Thirumalai Chemicals Limited	
	Audit Committee	Member
	Corporate Social Responsibility Committee	Member
	7. Magma Housing Finance Limited	
	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Member
	Risk Management Committee	Chairperson
	Corporate Social Responsibility Committee	Member

Terms and conditions of appointment / reappointment including remuneration	<p>The proposed reappointment of Ms. Bhama Krishnamurthy as an Independent Director is up to September 28, 2024.</p> <p>The terms and conditions of appointment of Ms. Bhama Krishnamurthy remains same as that of other Independent Director(s) of the Bank and the same are hosted on the website of the Bank 'www.csb.co.in' under the head 'Investor Relations Corporate Governance'.</p>
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7. Mr. Pralay Mondal (DIN: 00117994)

Name	Mr. Pralay Mondal	
Date of Birth / Age	October 17, 1965	55 years
Educational Qualification	Electrical Engg. (Hons.) - IIT Kharagpur PGDBM, Specialised in Marketing- IIM Calcutta	
Expertise in functional area	Banking	
Date of first appointment on Board	NA	
Brief resume including experience	<p>Mr. Pralay Mondal is President overseeing Retail, SME, Technology and Operations at CSB Bank Limited with effect from September 23, 2020.</p> <p>Mr. Pralay Mondal has rich and varied experience of over 32 years in Retail Banking, Business Banking, Products and Technology, etc. Mr. Pralay Mondal's achievements include pioneering efforts in doorstep banking and direct sales, creating deep geography distribution, 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>Prior to joining CSB Bank, Mr. Pralay Mondal was Executive Director and Head of Retail Banking at Axis Bank during the period from April 2019 to September 2020. He was also a Director and Chairman in AXIS Securities Limited and was a Director in AXIS Finance Limited.</p> <p>Before joining Axis Bank, Mr. Pralay was the Senior Group President and Head of Retail and Business Banking at Yes Bank (June 2012 – March 2019). He was instrumental in setting up the entire retail franchise in that Bank, which includes entire Retail Liability, Branch Banking, Retail Assets, Retail Fees and Payments Franchise including Credit Cards and Merchant Acquiring. He was also overseeing the Rural Banking Assets, PSL Portfolio, Micro Finance businesses & SME/Business Banking. Mr. Pralay Mondal created a robust scalable franchise through the best in class and committed senior leadership team, and built a strong delivery channel through technology and operations which was the backbone to support the business growth. Mr. Pralay Mondal also used to frequently meet the Investors and Analysts and has been part of the core group engaging with relevant people in India or overseas to represent the Bank for raising capital. He was on the Board of YES Securities (India) Limited which is a 100% subsidiary of YES Bank Limited.</p> <p>Before joining YES BANK, Mr. Pralay Mondal was Group Head, Retail Assets & Payments Business at HDFC Bank (2000 – 2012), prior to which he had built the Liability Sales Franchise in the Bank. He was also on the Board of HDB Financial (NBFC & 100% subsidiary of HDFC Bank) and HBL Global, holding Sales Company of HDFC Bank. Mr. Pralay Mondal was part of 4 member Senior Management Team who used to interact with Global and Local Investors and Analysts, where the other members were MD, ED and CFO.</p> <p>Mr. Pralay Mondal started his career as a Management Trainee in Colgate Palmolive and also worked in Wipro Infotech and Digital Equipment (India) Limited before taking up his career in Banking when he joined Standard Chartered Bank in 1996.</p>	

Directorship held in other Companies	Nil
No. of shares held in the Bank or on a beneficial ownership basis	Nil 5,50,000 Stock Options were granted @ ₹10/- per option under 'CSB Employee Stock Option Scheme 2019'.
Details of remuneration last drawn	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	No relationship per se.
No. of Board meetings attended during his current tenure in office as Director and till the date of this Notice	NA
Details of membership in the Committees of the Board of the Bank	NA
Details of membership in the Committees of the Board of the other companies	NA
Terms and conditions of appointment / reappointment including remuneration	Detailed in the Explanatory Statement to Item No. 14 and 15 of the notice of the Annual General Meeting.

ANNEXURE – B

Additional information on Directors seeking approval of the members to approve their remuneration in the Annual General Meeting scheduled on August 12, 2021, as required under 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) on General Meeting, issued by the Institute of Company Secretaries of India.

1. Mr. C. VR. Rajendran (DIN: 00460061)

Name	C. VR. Rajendran	
Date of Birth / Age	April 08, 1955	66 years
Educational Qualification	M.Com, CAIIB, ICWA Inter	
Expertise in functional area	Banking	
Date of first appointment on Board	November 24, 2016	
Brief Resume including Experience	<p>Mr. C.VR. Rajendran was appointed as the Managing Director & CEO of the Bank with effect from December 9, 2016 and re-appointed for a period of three years with effect from December 9, 2019 after completion of his initial term on December 8, 2019. Mr. Rajendran is a seasoned banker with solid grassroots level Indian banking experience spanning more than three and a half decades. He has hands-on cross functional experience in every aspects of banking spread across Branch Operations, NPA / Asset Quality Management, Business Process Re-engineering, Productivity Enhancement, Corporate Industrial Finance, Merchant Banking, Treasury Operations, International Banking, Primary Dealership, Collection and Payment Services and Information Technology.</p> <p>Mr. Rajendran was holding the position of Chief Executive Officer of the Association of Mutual Funds in India prior to joining in the Bank. Prior to this, he has held other key positions like Chairman & Managing Director of Andhra Bank (December 2013–April 2015) and as Executive Director at Bank of Maharashtra (March 2012 – December 2013). He has also held various positions including that of General Manager in the Corporation Bank (1978– 2012).</p>	
Directorship held in other Companies	NSE Clearing Limited.	
No. of shares held in the Bank or on a beneficial ownership basis	NIL 4,33,150 Stock Options were granted to Mr. C.VR. Rajendran under the 'CSB Employee Stock Option Scheme 2019' @ ₹ 75/- per option on March 30, 2021 as performance grant for the period from December 9, 2016 to March 31, 2020.	
Details of remuneration last drawn	Mr. C.VR. Rajendran was paid ₹ 3,03,07,526.70 (Gross) in the financial year 2020-21, being the fixed pay and perquisites for the period from April 01, 2020 to March 31, 2021 and the variable pay (non-deferral portion) for the FY 2019 and FY 2020.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	No relationship per se	
No. of Board meetings attended during his current tenure in office as Director and till the date of this Notice	74	

Details of membership in the Committees of the Board of the Bank	Management Committee	Member
	Risk Management Committee	Member
	Stakeholders Relationship Committee	Member
	Committee for Monitoring Large Value Frauds (CMF)	Member
	Customer Service Committee	Member
	Corporate Social Responsibility Committee	Member
	IT Strategy Committee	Member
	NPA Management Committee	Special Invitee
Details of membership in the Committees of the Board of the other Companies	NSE Clearing Limited.	
	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Risk Management Committee	Member
Terms and conditions of appointment / re-appointment including remuneration	Detailed in the Explanatory Statement to Item No. 11,12 and 13 of the notice of the Annual General Meeting.	