



CSB BANK LIMITED

(Formerly known as The Catholic Syrian Bank Limited)

Our Bank was incorporated on November 26, 1920 under the Indian Companies Act, 1913 as 'The Catholic Syrian Bank Limited'. A fresh certificate of incorporation under the Companies Act, 1956 was issued by the Registrar of Companies, Kerala at Ernakulam ("RoC") on April 14, 1987. The Shareholders of our Bank approved the change of the name of our Bank from 'The Catholic Syrian Bank Limited' to 'CSB Bank Limited' through a postal ballot resolution dated May 4, 2019. RBI through its letter bearing reference number DBR. PSD.No.8231/16.01.060/2018-19 dated April 1, 2019 conveyed its 'no objection' in terms of Section 49B of the Banking Regulation Act to the change of name of our Bank from 'The Catholic Syrian Bank Limited' to 'CSB Bank Limited'. Subsequently, a fresh certificate of incorporation under the Companies Act, 2013 was issued by the RoC on June 10, 2019 and a fresh license bearing no. MUM-147 dated June 28, 2019 was issued by the RBI under our new name to carry on the banking business in India, in lieu of our previous license dated June 19, 1969. The name of our Bank was changed to 'CSB Bank Limited' from 'The Catholic Syrian Bank Limited', in the second schedule of the RBI Act with effect from June 10, 2019. For details of changes in the registered office of our Bank, see "History and Certain Corporate Matters" beginning on page 199 of the Red Herring Prospectus dated November 13, 2019 ("RHP").

Registered and Corporate Office: 'CSB Bhavan', Post Box No. 502, St. Mary's College Road, Thrisur 680 020, Kerala, India. **Contact Person:** Mr. Sijo Varghese, Company Secretary and Compliance Officer; **Telephone no.:** +91 487 2333 020, +91 487 2338 764; **Facsimile:** +91 487 2333 170, **E-mail:** investors@csb.co.in; **Website:** www.csb.co.in; **Corporate Identification Number:** U65191KL1920PLC000175

OUR PROMOTER: FIH MAURITIUS INVESTMENTS LTD

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF CSB BANK LIMITED ("OUR BANK" OR "THE BANK" OR "THE ISSUER") FOR CASH AT A PRICE OF UP TO ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF [●] EQUITY SHARES BY OUR BANK AGGREGATING UP TO ₹ 240 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 19,778,298 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY THE SELLING SHAREHOLDERS, ("OFFER FOR SALE"). THE OFFER WILL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR BANK.

• QIB Portion: At least 75%

• Retail Portion: Not more than 10%

• Non-Institutional Portion : Not more than 15%

Price Band: ₹ 193 to ₹ 195 per Equity Share of face value of ₹ 10 each.

The Floor Price is 19.3 times the face value and the Cap Price is 19.5 times the face value of the Equity Shares. Bids can be made for a minimum of 75 Equity Shares and in multiples of 75 Equity Shares thereafter.

ASBA #

Simple, Safe, Smart way of Application!!!

Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, For further details, check section on ASBA below. Mandatory in public issues. No cheque will be accepted.



UPI-Now mandatory in ASBA for Retail Investors applying through Registered Brokers, DPs & RTAs. Retail Investors also have the options to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

• Investors have to apply through the ASBA process. • ASBA has to be availed by all the investors except Anchor investors. UPI may be availed by Retail Individual Investors. • For details on the ASBA and UPI process, please refer to the details given in ASBA Form and abridged prospectus and also please refer to the section "Offer Procedure" beginning on page 624 of the RHP. • The process is also available on the website of Association of Investment Bankers of India "AIBI", Stock Exchanges and in the General Information Document. ASBA Forms can be downloaded from the websites of BSE Limited and National Stock Exchange of India Limited and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. ICICI Bank Limited has been appointed as Sponsor Bank for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018. • For details of the Banks eligible to act as Issuer Banks for UPI, kindly refer to the website of SEBI at www.sebi.gov.in. • For UPI related queries, investors can contact NPCI at the toll free number-18001201740 and Mail id-ipo.upi@npci.org.in. • For the list of UPI Apps and Banks live on IPO, please refer to the link https://www.npci.org.in/upi-live-ipo.

Risks to Investors

- The Two Book Running Lead Managers associated with the Offer have handled 33 public issues during the current financial year and two financial years preceding the current financial year, out of which 15 issues closed below the issue price on listing date.
- The Price/Earnings ratio based on diluted basic and EPS for fiscal 2019 is not measurable as EPS is negative as compared to the average industry peer group PE ratio of Rs. 18.8.
- The average cost of acquisition per Equity Share for our Selling Shareholders is in the range of ₹ 83.98 to ₹ 255.86 per Equity Share and the average cost of acquisition per Equity Share for our Promoter is ₹ 140. The Offer Price at the upper end of Price Band is ₹ 195.
- Weighted Average Return on Net Worth for last three financial years is negative i.e. (5.49)%.
- Minimum Return on Net Worth (as on September 30, 2019) after the Offer to maintain Pre-Offer basic and diluted EPS for Financial Year 2018-19 is non measurable.

BID/OFFER PROGRAMME

OPENS ON: FRIDAY, NOVEMBER 22, 2019*
CLOSES ON: TUESDAY, NOVEMBER 26, 2019**

*Our Bank may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

**Our Bank may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Bank may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). The Offer is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein at least 75% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Bank, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. If at least 75% of the Offer cannot be Allotted to QIBs, the entire application money shall be refunded forthwith. Further, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders, other than Anchor Investors, are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective bank accounts and UPI ID in case of RILs, as applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs"), as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "Offer Procedure" beginning on page 624 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN, Client ID and UPI ID (in case of RIL, as applicable) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID and UPI ID (in case of RIL, as applicable) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders'/Applicants' sole risk.

Contents of the Memorandum of Association of the Bank as regards its objects: For information on the main objects of the Bank, please see the section titled "History and Certain Corporate Matters" on page 199 of the RHP and Clause 3 of the Memorandum of Association of the Bank. The Memorandum of Association of the Bank is a material document for inspection in relation to the Offer. For further details, please see the section titled "Material Contracts and Documents for Inspection" on page 652 of the RHP.

Liability of the members of the Bank: Limited by shares

Amount of share capital of the Bank and capital structure: The authorised, issued, subscribed and paid up share capital of the Bank as on the date of the RHP is as follows: The authorised share capital of the Bank is ₹ 2,200,000,000 divided into 220,000,000 Equity Shares of ₹ 10/- each and The pre-Offer issued, subscribed and paid-up equity share capital of the Bank is ₹ 1,722,250,580 divided into 172,225,058 Equity Shares of ₹ 10 each. For details, please see the section titled "Capital Structure" beginning on page 75 of the RHP.

Names of signatories to the Memorandum of Association of the Bank and the number of Equity Shares subscribed by them: The names of the signatories of the Memorandum of Association of our Bank are (i) Chakkola Palu Lonappen, (ii) Alangattukaren Devassy Kuriappen, (iii) Mallammavu Lona Mathew, (iv) Kattukaren Varunny Ouseph, (v) Chalisserly Anthony Mani, (vi) Chettuupuzhakkaren Kunjuvareed Varied, (vii) Injodikkaren Inasu Iyappan, (viii) Attokaren Plyoth Varunny, (ix) Erijiy Varunny Ouseph who subscribed to 50 equity shares each respectively of face value of ₹ 10 as initial subscription and (x) Chalaikkal Rappai Iyyunni and (xi) Maliakkal Devassy Plyoth who subscribed to 25 equity shares each respectively of face value of ₹ 10 as initial subscription. For details of the share capital and capital structure of the Bank, please see the section titled "Capital Structure" beginning on page 75 of the RHP.

Listing: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Bank has received 'in-principle' approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated September 18, 2019 and September 20, 2019, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" beginning on page 652 of the RHP.

Disclaimer Clause of the SEBI: SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities stated in the offer document. The investors are advised to refer to page 608 of the RHP for the full text of the Disclaimer Clause of SEBI.

Disclaimer Clause of NSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 610 of the RHP for the full text of the Disclaimer Clause of NSE.

Disclaimer Clause of BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 610 of the RHP for the full text of the Disclaimer Clause of BSE.

Disclaimer clause of the RBI: A license authorising the Bank to carry on banking business has been obtained from the Reserve Bank of India in terms of section 22 of the Banking Regulation Act, 1949. It must be distinctly understood, however, that in issuing the license the Reserve Bank of India does not undertake any responsibility for the financial soundness of the Bank.

General Risks: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Bank and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 23 of the RHP.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
			Mr. Sijo Varghese 'CSB Bhavan', Post Box 502, St. Mary's College Road Thrisur- 680 020, Kerala, India Telephone no.: +91 487 6619 228 E-mail: investors@csb.co.in ; Website: www.csb.co.in;
Axis Capital Limited 1 st floor, Axis House, C-2 Wadia International Centre Pandurang Budhkar Marg, Mumbai 400 025 Telephone no.: +91 22 4325 2183 E-mail: csb.ipo@axiscap.in Investor Grievance e-mail: complaints@axiscap.in Website: www.axiscapital.co.in Contact Person: Ms. Simran Gadh SEBI Registration No.: INM000012029	IIFL Securities Limited*** 10 th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai- 400 013 Telephone no.: +91 22 4646 4600 E-mail: csb.ipo@iiflcap.com Investor Grievance e-mail: ig.tb@iiflcap.com Website: www.iiflcap.com Contact Person: Mr. Pinak Bhattacharyya / Mr. Ujjawal Kumar SEBI Registration No.: INM000010940	Link Intime India Private Limited C-101, 1 st Floor, 247 Park, L.B.S Marg, Vikhroli (West) Mumbai- 400 083 Telephone no.: +91 22 4918 6200 E-mail: csb.ipo@linkintime.co.in Investor Grievance e-mail: csb.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Mr. Shanti Gopalkrishnan SEBI Registration No.: INR000004058	Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

***IIFL Securities Limited is involved as a merchant banker only in marketing of the Offer.

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the Risk Factors beginning on page 23 of the RHP, contained therein before applying in the Offer. A copy of the RHP is available on the website of SEBI at www.sebi.gov.in, websites of the BRLMs, i.e. at www.axiscapital.co.in and www.iiflcap.com and websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

AVAILABILITY OF BID CUM APPLICATION FORMS: Bid cum Application Forms can be obtained from the Registered Office of **CSB BANK LIMITED**, Telephone no.: +91 487 2333 020, +91 487 2338 764; **Facsimile:** +91 487 2333 170. **BRLMs:** Axis Capital Limited, Telephone no.: +91 22 4325 2183 and **IIFL Securities Limited**, Telephone no.: +91 22 4646 4600 and **Syndicate Member:** Axis Capital Limited and IIFL Securities Limited, at the select locations of the Sub-Syndicate Members (as given below), SCSBs, Registered Brokers, Designated RTA Locations and Designated CDP Locations participating in the Offer. ASBA Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

Sub-Syndicate Members: Axis Securities Limited, Achivers Equities Limited, Almondz Global Securities Limited, Amrapali Capital & Finance Services Limited, Anand Rathi Share & Stock Brokers Limited, Anand Share Consultancy, Anil Dhulia, ANS Private Limited, Ashwani Dandia & Co, Consortium Securities Private Limited, Dalal & Broacha Stock Broking Private Limited, Edelweiss Broking Ltd, Eureka Stock & Share Broking Services Limited, G Raj & Co. (Consultants) Limited, ICICI Securities Limited, Jhaveri Securities, JM Financial Services Limited, Kalpataru Multiplier Limited, Kamlesh D Joshi, Karvy Stock Broking Limited, KJMC Capital Market Services Limited, Kotak Securities Limited, Lakshishree Investment & Securities Private Limited, LKP Securities Limited, Marwadi Shares & Finance, Motilal Oswal Financial Services Limited, Mukesh D Joshi, Patel Wealth Advisors Private Limited, Prabhudas Lilladher Private Limited, Pravin Ratilal Share & Stock Brokers Limited, PRL Stock & Share Brokers Private Limited, RRE Equity Brokers Private Limited, SBICAP Securities Limited, Sharekhan Limited, SMC Global Securities Limited, Tanna Financial Services, Tradebulls Securities (P) Limited, Way2wealth Brokers Private Limited, Yes Securities (India) Limited, Zerodha Broking Limited.

Escrow Bank, Refund Bank, Public Offer Account Bank and Sponsor Bank: ICICI Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

ADDENDUM – NOTICE TO INVESTORS

The Reserve Bank of India by its letter dated November 13, 2019 bearing no. DOR. Appt. No. 3707/08.36.001/2019-20, has approved the re-appointment of our Managing Director and Chief Executive Officer, Mr. Rajendran Chinna Veerappan, for a period of three years with effect from December 9, 2019 on the terms and conditions as disclosed in the section "Our Management – Remuneration of our Managing Director and Chief Executive Officer" beginning on page 212 of the RHP. Accordingly, the RHP stands amended to the extent stated hereinabove. The above change shall also be appropriately reflected in the Prospectus to be filed by our Bank with the RoC.

For **CSB Bank Limited**

On behalf of the Board of Directors

Sd/

Company Secretary and Compliance Officer

Place: Thrissur
Date: November 18, 2019

CSB BANK LIMITED is proposing, subject to, applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the RHP with the RoC on November 13, 2019. The RHP shall be available on the websites of SEBI, BSE, NSE at www.sebi.gov.in, www.bseindia.com and www.nseindia.com, respectively, and is available on the websites of the BRLMs, i.e. Axis Capital Limited and IIFL Securities Limited at www.axiscapital.co.in and www.iiflcap.com, respectively. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see "Risk Factors" beginning on page 23 of the RHP. Potential investors should not rely on the DRHP for any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable U.S. state securities laws. The Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales are made. There will be no public offering in the United States.