



## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies  
(Management and Administration) Rules, 2014, as amended]



## CSB BANK LIMITED

**Registered Office:** “CSB Bhavan”, St. Mary's College Road, Post Box No.502,  
Thrissur-680020, Kerala, India | **Tel:** +91 487 – 2333020 | **Fax:** +91 487 – 2338764

**Website:** [www.csb.co.in](http://www.csb.co.in) | **E-mail:** [secretarial@csb.co.in](mailto:secretarial@csb.co.in) | **Corporate Identity Number:** L65191KL1920PLC000175

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies  
(Management and Administration) Rules, 2014, as amended]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Wednesday, March 12, 2025   09:00 a.m. IST	Thursday, April 10, 2025   05:00 p.m. IST

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, Secretarial Standard-2 on General Meetings (“**SS-2**”), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and any other relevant Acts, Rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) that the resolution appended below is proposed to be passed as Special Resolution by the Members of CSB Bank Limited (the “**Bank**”) through Postal Ballot only, by voting through electronic means (“**Remote e-Voting**”) only.

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act pertaining to

the said resolution setting out the material facts and related particulars is annexed hereto.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Bank has provided Remote e-Voting facility to its Members to enable them to cast their votes electronically. For this purpose, the Bank has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting are appended to this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Bank at [www.csb.co.in](http://www.csb.co.in), the e-Voting website of CDSL at [www.cdslindia.com](http://www.cdslindia.com) and also shall be communicated to stock exchanges; BSE Limited (“**BSE**”) at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (“**NSE**”) at [www.nseindia.com](http://www.nseindia.com), where the Bank's Equity Shares are listed and be made available on their respective websites.

The Board of Directors have appointed Mr. P.D Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi, as Scrutinizer for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose e-mail addresses are registered with the Bank/RTA/Depositories, in accordance with the aforesaid MCA and SEBI Circulars. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (**FOR**) or dissent (**AGAINST**) through the Remote e-Voting process, **not later than 05:00 p.m. IST on Thursday, April 10, 2025**. Remote e-Voting facility will be blocked by CDSL immediately thereafter and the members will not be allowed to cast their votes beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairperson/ Managing Director & CEO or the Company Secretary of the Bank. The results of the voting conducted through Postal Ballot through the Remote e-Voting process will be announced by the Chairperson/ Managing Director & CEO or the Company Secretary, on or before 05:00 p.m. IST on Saturday, April 12, 2025, at Registered Office, at Thrissur. The results along with the Scrutinizer's Report will be displayed on the website of the Bank at <https://www.csb.co.in/investor-relations>, the e-Voting website of CDSL at [www.cdslindia.com](http://www.cdslindia.com) and also shall be communicated to stock exchanges; BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), where the Bank's Equity Shares are listed, and will be made available on their respective websites. The Bank will also display the results of the Postal Ballot at its Registered Office at Thrissur.

#### **SPECIAL BUSINESS:**

##### **1. To approve the eligibility for re-appointment and re-appointment of Mr. Biswamohan Mahapatra (DIN: 06990345) as an Independent Director of the Bank**

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

**"RESOLVED THAT** pursuant to Sections 149,150 and 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and such other applicable provisions of the Banking Regulation Act, 1949 and relevant circulars issued by the Reserve Bank of India ("RBI") from time to time, including any amendments, modifications, variations or re-enactments thereof, the Articles of Association of the Bank, and pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") and of the Board of Directors of the Bank for the re-appointment of Mr. Biswamohan Mahapatra (DIN: 06990345) as an Independent Director of the Bank, the eligibility for re-appointment of Mr. Biswamohan Mahapatra as well as his re-appointment (as and when his appointment is completed by the Board after this approval) as an Independent Director of the Bank, in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby approved by the Members, to hold office from the date of his appointment by the Board post this approval of members of the Bank and up to August 2, 2029 (both dates inclusive), not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Bank (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and/ or officer(s) of the Bank to give effect to this resolution."

**By Order of the Board,  
For CSB Bank Limited**

**Place: Thrissur  
Date: March 11, 2025**

**Sd/-  
Sijo Varghese  
Company Secretary**

## NOTES:

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Rules setting out the material facts and reasons for the proposed resolution of the Postal Ballot Notice and disclosure as required under the applicable provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and SS-2 is appended herein below for your consideration.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Bank /RTA/ Depositories as at close of business hours on Friday, March 7, 2025 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Bank or its Registrar and Share Transfer Agent, MUFG Intime India Private Limited (**Formerly Known as ‘Link Intime India Private Limited’**) (“**RTA**”) as on the Cut-off date.
3. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Bank has engaged the services of CDSL to provide Remote e-Voting facility to its members.
4. A copy of the Postal Ballot Notice is available on the website of the Bank at [www.csb.co.in](http://www.csb.co.in), website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and also on the website of e-Voting service provider i.e. CDSL, e-Voting website at [www.cdslindia.com](http://www.cdslindia.com).
5. All relevant documents referred to in this Postal Ballot Notice requiring the approval of the members will be available for inspection at the Registered Office of the Bank during office hours from 10:00 a.m. to 2:00 p.m. on all working days until closure of time for casting vote through remote e-voting, and also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the time of closure of the voting period. Members seeking to inspect such documents can send an e-mail to [secretarial@csb.co.in](mailto:secretarial@csb.co.in), mentioning their name, Client ID or DP ID or Folio No.
6. Brief profile and other additional information of the candidate seeking re-appointment as set out in this Postal Ballot Notice, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished as annexure to this Notice.
7. To support the ‘Green Initiative’, Members who have not yet registered their email addresses 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.
8. Dispatch of the Notice shall be deemed to be completed on the day on which the Bank or CDSL sends out the Postal Ballot Notice by e-mail to the members of the Bank.
9. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members, subject to the provisions of the Banking Regulation Act, 1949, as on close of business hours on Friday, March 7, 2025, i.e. the **Cut-off date**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. It is however, clarified that all the persons who are members of the Bank as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolution specified in this notice. **Any person who is not a Member as on the Cut-off date or becomes a member post the Cut-off date should treat this Postal Ballot Notice for information purpose only.** A Member cannot exercise his vote by proxy on Postal Ballot.

10. The Remote e-Voting facility will commence on **Wednesday, March 12, 2025 at 09:00 a.m. IST and will end on Thursday, April 10, 2025 at 05:00 p.m. IST**. Remote e-Voting facility will be blocked by CDSL immediately thereafter and the members will not be allowed to cast their votes beyond the said date and time.
11. Members are requested to cast their vote through the remote e-Voting process not later than 05:00 p.m. IST on Thursday, April 10, 2025, in order to be eligible for being considered, failing which it will be strictly treated as if no vote has been cast by the Member.
12. Once the votes on the resolution is cast by the Members, the Members will not be allowed to change them subsequently.
13. The Board of Directors of the Bank have appointed Mr. P.D. Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi, as Scrutinizer, to scrutinize the Postal Ballot through remote e-Voting process in a fair and transparent manner. Mr. P.D. Vincent, has communicated his willingness for such appointment.
14. The Scrutinizer's decision on the validity of the e-Voting shall be final and binding on all.
15. The Scrutinizer will submit his report to the Chairperson/Managing Director & CEO or the Company Secretary of the Bank after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairperson/Managing Director & CEO, or the Company Secretary, on or before 05:00 p.m. IST on Saturday, April 12, 2025, at Registered Office, Thrissur. The Chairperson/ Managing Director & CEO or the Company Secretary shall countersign the same. The results along with the Scrutinizer's Report will be displayed on the website of the Bank at <https://www.csb.co.in/investor-relations>, the e-Voting website of CDSL at [www.cdslindia.com](http://www.cdslindia.com) and also shall be communicated to stock exchanges; BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), where the Bank's Equity Shares are listed and be made available on their respective websites. The Bank will also display the results of the Postal Ballot along with the Scrutinizer's report at its Registered Office at Thrissur.
16. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Thursday, April 10, 2025, i.e. the last date specified for receipt of votes through the Remote e-Voting process.
17. **Procedure for registration of email address with the Bank/Depository Participants:** Members are requested to register the email address with their concerned DPs, in respect of electronic holding and with MUFG Intime India Private Limited (formerly known as 'Link Intime India Private Limited')/Bank, in respect of physical holding, by sending a request duly signed by the 1<sup>st</sup> named shareholder, the format of which is available at the 'Investor Relations' section of the Bank's website, [www.csb.co.in](http://www.csb.co.in). Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / RTA/Bank to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address, in future.
18. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:**

Step 1	Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2	Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

Step 1	Access through Depositories CDSL/NSDL e-Voting system in case
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**of individual shareholders holding shares in demat mode.**





**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI/HO/CFD/PoD2/CIR/P/0155 November 11,

2024 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>

	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL/ NSDL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL/ NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**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. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

<b>Step 2</b>	<b>Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.</b>
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**B) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

**For Physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence</p>
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	number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (v) Click on the relevant EVSN for the CSB Bank Limited on which you choose to vote.



- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (vii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
  - (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
  - (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
    - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
    - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [scrutiniservoting@gmail.com](mailto:scrutiniservoting@gmail.com) and to the Company at the email address viz; [secretarial@csb.co.in](mailto:secretarial@csb.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 19. 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 resolution set out in this notice.**
- (i) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
  - (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
  - (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is

mandatory while e-Voting & joining virtual meetings through Depository.

20. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor,

Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.1800 21 09911

**By Order of the Board,  
For CSB Bank Limited**

**Place: Thrissur  
Date: March 11, 2025**

**Sd/-  
Sijo Varghese  
Company Secretary**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out the relevant information as required by Section 102 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**SEBI Listing Regulations**”) as may be amended, modified, replaced, substituted, re-stated and/or re-issued from time to time:

### Item No.1

#### **To approve the eligibility for re-appointment and re-appointment of Mr. Biswamohan Mahapatra (DIN: 06990345) as an Independent Director of the Bank**

The Members of the Bank, at its Annual General Meeting held on August 8, 2023, had approved the appointment of Mr. Biswamohan Mahapatra (DIN: 06990345) as an Independent Director on the Board of the Bank to hold office for a period of five (5) consecutive years commencing from June 20, 2023 up to June 19, 2028(both dates inclusive), not liable to retire by rotation. Subsequently, Mr. Biswamohan Mahapatra, vide letter dated June 14, 2024, conveyed his decision to resign from the position of the independent Director citing that he was not able to devote sufficient time for the work relating to his role as an Independent Director of the Bank due to his other personal and professional commitments. Now, the Bank received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Biswamohan Mahapatra, (DIN: 06990345) for re-appointment as an Independent Director of the Bank for a tenure as permitted/ allowed as per the applicable provisions of the Companies Act, 2013.

In terms of Section 149 (10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for re-appointment for a further period up to five years on passing of a special resolution by the company. Further, in terms of Section 10A (2A) of the Banking Regulation Act, 1949, notwithstanding anything to the contrary contained in the Act, or any other law for the time being in force and subject to the upper age limit of 75 years, 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. Though Mr. Mahapatra resigned from the position of the Independent Director after he held the position from June 20, 2023 till June 14, 2024, the appointment was for a period of five (5) consecutive years with effect from June 20, 2023 up to June 19, 2028, from the combined reading of Sections 149(10) and 149(11) of the Companies Act, 2013 and the Circulars issued by the Ministry of Corporate Affairs, the

above referred period would still be considered as one term. Hence, for an abundant caution, the proposed appointment is being treated as a re-appointment in terms of sub-section (10) of Section 149 of the Companies Act, 2013, for a second term.

The Bank, in the context of resignation citing other personal and professional commitments by Mr. Biswamohan Mahapatra, approached him to ascertain his willingness and availability to accept the position and recommend his re-appointment to the shareholders seeking their approval. Based on the interaction with him, he has agreed to join the Board of Directors of the Bank as an Independent Director if the shareholders approve his appointment. Besides, Mr. Biswamohan Mahapatra communicated to the Bank, vide email dated March 7, 2025, that he resolved his personal and professional commitments to a great extent so that he can dedicate sufficient time to discharge his role and duties as an independent director, if appointed. The Bank approached Mr. Biswamohan Mahapatra, considering his successful stint, albeit a period of less than one year with the bank, and further, his contribution to the board and its committee while holding the position of independent director of the Bank, chairperson and member of various committees of the Board. Apart from that, Mr. Biswamohan Mahapatra is a thoroughly experienced person with specialised knowledge in the areas of banking, finance, law, risk management, and payment systems.

The Bank, in connection with the reappointment of Mr. Biswamohan Mahapatra has received statutory disclosures / declarations from him, including:

- (i). Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014,
- (ii). Intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii). Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, and under

Regulation 16(1)(b) of the SEBI Listing Regulations, as applicable, to be appointed as an Independent Director of the Bank.

- (iv). Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority,
- (v). Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Bank, and

The Nomination & Remuneration Committee (“NRC”) and Board of Directors of the Bank have assessed the profile/and further reviewed the declarations submitted by Mr. Biswamohan Mahapatra and opined that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, and under Regulation 16(1) (b) of the SEBI Listing Regulations for re-appointing him as an independent director of the Bank. Accordingly, based on the recommendation of the NRC, the Board recommended to seek approval of the members of the Bank for eligibility for re-appointment of Mr. Biswamohan Mahapatra as well as his re-appointment as an Independent Director, not liable to retire by rotation, to hold office from the date of his appointment by the Board post receipt of this approval of members of the Bank and up to August 2, 2029 (both dates inclusive). The NRC had conducted the prescribed due diligence exercise on Mr. Biswamohan Mahapatra and found him to be ‘fit and proper’ to be appointed as director in terms of RBI Circular No. DBOD.NO.BC.60 /08.139.001/2004-2005 dated December 16, 2004 on ‘Fit and proper’ criteria for appointment of directors in the banks’. The justification/rationale for recommendation for the re-appointment of Mr. Biswamohan Mahapatra made by the NRC and the Board are given under:

- (i). Mr. Biswamohan Mahapatra is a person of integrity, and has the necessary knowledge, experience and expertise for being re-appointed as an Independent Director.
- (ii). Mr. Biswamohan Mahapatra fulfils the conditions specified in this Act and Rules made thereunder for such an appointment/re-appointment and in the opinion of the Board, he fulfils the criteria of independence and is independent of the Management.

(iii). Mr. Biswamohan Mahapatra has vast expertise and knowledge in the field of ‘Banking, Information Technology and Payment & Settlement System’.

(iv). Mr. Biswamohan Mahapatra has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,

(v). Mr. Biswamohan Mahapatra’s re-appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Biswamohan Mahapatra having the requisite experience/expertise required under Section 10A(2) of the Banking Regulation Act, 1949, the Companies Act, 2013 and SEBI Listing Regulations.

(vi). Mr. Biswamohan Mahapatra was a central banker, with a career spanning about 33 years in Reserve Bank of India (RBI) in various capacities and retired as Executive Director in August 2014. He had mostly worked in the areas of banking regulation & supervision, currency management, financial market operations and general administration at RBI. As Executive Director, he handled banking regulation and policy matters. He was instrumental in the implementation of Basel III regulations. The guidelines for setting up universal banks and differentiated banks like small finance banks and payments banks were overseen by him. He was associated with various working groups and committees and represented the RBI as a member/Chairman/Convenor of these various working groups and committees. Post retirement, he was an advisor to the RBI on the bank licensing process. He was the convener of the Government of India Task Force to set up the Resolution Corporation under the Indian Financial Code. He had held the position of director in many companies, including the position of chairperson in many companies and in a bank.

(vii). NRC evaluated the performance of Mr. Biswamohan Mahapatra during his first term of appointment as an Independent Director i.e. the period from June 20, 2023 to June 14, 2024 and after considering his knowledge, acumen, expertise, substantial contribution made at Board/ Committee meetings for effective

discharge of functions , recommended to the Board for his re-appointment for a second term to hold office from the date of his appointment by the Board post receipt of this approval of members of the Bank and up to August 2, 2029 (both dates inclusive). The Board, while reviewing his performance for the referred period, opined that bank needs a very senior person like him with rich experience and knowledge at the Board level to guide and advice the management whenever necessary to achieve the trajectory of growth envisaged. The Board considered the recommendations made by the NRC and concurred with the same.

- (viii). In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Biswamohan Mahapatra has enrolled his name in the online databank of Independent Directors maintained by the Ministry of Corporate Affairs (MCA) along with Indian Institute of Corporate Affairs (IICA) and had passed the online proficiency self-assessment test in terms of Rule 6(4) of The Companies (Appointment and Qualifications of Directors) Rules, 2014.

The letter of re-appointment to be issued to Mr. Biswamohan Mahapatra setting out the terms and conditions of re-appointment shall be made available for inspection by the members, in the manner as prescribed in point no.5 of the 'Notes' forming part of this notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV of the Act and the Rules made thereunder, the re-appointment of Independent Directors

requires approval of the Members by way of a special resolution. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, appointment/re-appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the NRC and the Board of Directors recommend the resolution in relation to the re-appointment of Mr. Biswamohan Mahapatra for a second term, not liable to retire by rotation, along with the eligibility for re-appointment of Mr. Biswamohan Mahapatra, to hold office from the date of his appointment by the Board post receipt of this approval of members of the Bank and upto August 2, 2029 (both dates inclusive), as set out at Item No. 1 of the notice, for approval of the Members by way of a Special Resolution. As the members will be approving not only his eligibility for re-appointment, but also his reappointment, no further approval of members will be required post his appointment by the Board post this approval of members of the Bank.

Additional information in respect of Mr. Biswamohan Mahapatra, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Mr. Biswamohan Mahapatra 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. 1 of the notice.

**By Order of the Board,  
For CSB Bank Limited**

**Sd/-  
Sijo Varghese  
Company Secretary**

**Place: Thrissur  
Date: March 11, 2025**



**Additional information on the candidate seeking re-appointment as set out in this Postal Ballot Notice, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.**

**1) Profile of Mr. Biswamohan Mahapatra, (DIN: 06990345)**

Name	Mr. Biswamohan Mahapatra, (DIN: 06990345)		
Date of Birth/Age	August 3, 1954	70 years	
Nationality	Indian		
Educational Qualification	M.A (English Literature)., MBA (Finance), MSM (Master of Science in Management), CAIIB		
Nature of expertise in specific functional areas	Banking, Finance, Risk Management, Law and Payment Systems.		
Date of first appointment on Board	Appointed as an independent Director of the Bank for the period from June 20, 2023 and up to June 14, 2024.		
Brief resume including Experience	Mr. Biswamohan Mahapatra was a central banker, with a career spanning about 33 years in Reserve Bank of India (RBI) in various capacities and retired as Executive Director in August 2014. He had mostly worked in the areas of banking regulation & supervision, currency management, financial market operations and general administration at RBI. As Executive Director, he handled banking regulation and policy matters. He was instrumental in the implementation of Basel III regulations. The guidelines for setting up universal banks and differentiated banks like small finance banks and payments banks were overseen by him. He was associated with various working groups and committees and represented the RBI as a member/Chairman/Convenor of these various working groups and committees. Post retirement, he was an advisor to the RBI on the bank licensing process. He was the convener of the Government of India Task Force to set up the Resolution Corporation under the Indian Financial Code.		
Directorship held in other listed Companies	NIL		
Directorships in other companies / Positions in other entities	Nil		
Memberships in the Committees of Board of other listed Companies	NA		
Memberships / chairmanships of Committees of the Boards of other Companies	NIL		
Listed entities from which the director has resigned in the past three years	Sl. No.	Name of the Company	Date of resignation
	1.	CSB Bank Limited	June 14, 2024
	2.	Edelweiss Financial Services Limited	September 26, 2024

No. of shares held in the Bank or on a beneficial ownership basis	Nil														
Details of remuneration last drawn (Sitting fee)	<table><tr><th>Sl. No.</th><th>Period</th><th>Sitting Fee</th></tr><tr><td>1.</td><td>FY 2023-24*</td><td>₹23,35,000.00</td></tr><tr><td>2.</td><td>FY 2024-25#</td><td>₹5,10,000.00</td></tr></table> <p>*Appointed w.e.f. June 20, 2023. # Resigned w.e.f. June 14, 2024.</p>			Sl. No.	Period	Sitting Fee	1.	FY 2023-24*	₹23,35,000.00	2.	FY 2024-25#	₹5,10,000.00			
Sl. No.	Period	Sitting Fee													
1.	FY 2023-24*	₹23,35,000.00													
2.	FY 2024-25#	₹5,10,000.00													
Relationships between directors inter-se, Manager and other Key Managerial Personnel of the Bank	No relationship per se.														
Number of Board Meetings attended during his tenure (till the date of this Postal Ballot Notice)	<table><tr><th>Financial year</th><th>Number of Board Meetings held during the tenure</th><th>Number of Board Meetings attended during the tenure</th></tr><tr><td>2023-24*</td><td>10</td><td>10</td></tr><tr><td>2024-25#</td><td>2</td><td>2</td></tr><tr><td>Total</td><td>12</td><td>12</td></tr></table> <p>*Appointed w.e.f. June 20, 2023. # Resigned w.e.f. June 14, 2024.</p>			Financial year	Number of Board Meetings held during the tenure	Number of Board Meetings attended during the tenure	2023-24*	10	10	2024-25#	2	2	Total	12	12
Financial year	Number of Board Meetings held during the tenure	Number of Board Meetings attended during the tenure													
2023-24*	10	10													
2024-25#	2	2													
Total	12	12													
Details of membership/ chairmanship in the Committees of the Board of the Bank	Nil														
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	<p>The proposed re-appointment of Mr. Biswamohan Mahapatra as an independent director of the Bank is for a period from the date of his appointment by the Board post receipt of the approval of members of the Bank and up to August 2, 2029 (both dates inclusive)</p> <p>The terms and conditions of re-appointment of Mr. Biswamohan Mahapatra remains same as that of other Independent Director(s) of the Bank and the same are hosted on the website of the Bank at <a href="http://www.csb.co.in">www.csb.co.in</a> under the head 'Investor Relations -&gt; Corporate Governance'.</p>														
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India, Mr. Biswamohan Mahapatra has relevant skills, experience and expertise in the areas of Banking, Finance, Risk Management, Law and Payment Systems.														

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