

Form No. MGT-9
EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details

i)	CIN	U65191KL1920PLC000175
ii)	Registration Date	November 26 th , 1920
iii)	Name of the Company	CSB Bank Limited (Formerly The Catholic Syrian Bank Limited)
iv)	Category / Sub-Category of the Company	Public Company Limited by Shares
v)	Address of the Registered Office and contact details	'CSB Bhavan', St. Mary's College Road, Post Box No. 502, Thrissur – 680 020, Kerala, India. Tel.: 0487 2333020 Fax: 0487 2338764 Email: investors@csb.co.in Website: www.csb.co.in
vi)	Whether listed company	Yes / No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	S.K.D.C. Consultants Limited, Kanapathy Towers, 3 rd Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore – 641 006 Tel.: 0422 6549995, 2539835-836 Fax: 0422 2539837 Email: info@skdc-consultants.com

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	BANKING	64191	100%

III. Particulars of Holding, Subsidiary and Associate Companies

Sr. No	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Not Applicable					

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of shareholders	No. of Shares held at the end of the year (As on 31.03.2019)				No. of Shares held at the end of the year (As on 31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	-	-	-	-	-	-	-	-	-
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	-	-	-	-	-	-	-	-
(e) Banks/ FI	-	-	-	-	-	-	-	-	-
(f) Any Other.	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	-	-	-	-	-	-	-	-	-
(2) Foreign									
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b) Other Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	1,98,32,130	-	1,98,32,130	19.68	8,62,62,976	-	8,62,62,976	49.73	30.05
(d) Banks/ FI	-	-	-	-	-	-	-	-	-
(e) Any Other.	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	1,98,32,130	-	1,98,32,130	19.68	8,62,62,976	-	8,62,62,976	49.73	30.05
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	1,98,32,130	-	1,98,32,130	19.68	8,62,62,976	-	8,62,62,976	49.73	30.05
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	-	-	-	-	1,12,34,688	-	1,12,34,688	6.48	6.48
(b) Banks/ FI	27,85,661	-	27,85,661	2.76	1,84,532	-	1,84,532	0.11	(2.65)
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	89,34,100	-	89,34,100	8.87	-	-	-	-	(8.87)
(g) FIs and QFI	25,00,000	-	25,00,000	2.48	-	-	-	-	(2.48)
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others									
(a) Foreign Portfolio Investors	-	-	-	-	49,80,437	-	49,80,437	2.87	2.87
(b) Trust	-	-	-	-	-	-	-	-	-
(c) Alternate Investment Funds	11,91,432	-	11,91,432	1.18	32,73,286	-	32,73,286	1.89	0.71
Sub-total (B) (1)	1,54,11,193	-	1,54,11,193	15.29	1,96,72,943	-	1,96,72,943	11.35	(3.94)
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	1,59,69,733	10,65,438	1,70,35,171	16.90	93,54,172	9,18,602	1,02,72,774	5.92	(10.98)
(ii) Overseas	35,85,393	24,96,357	60,81,750	6.03	39,16,357	10,00,000	49,16,357	2.83	(3.20)
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	61,00,171	65,22,331	1,26,22,502	12.52	1,15,19,179	55,75,001	1,70,94,180	9.86	(2.66)
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1,63,43,715	13,80,238	1,77,23,953	17.59	1,51,90,955	8,50,858	1,60,41,813	9.25	(8.34)
(c) Others (specify)									
(c- i) Trusts	21,999	-	21,999	0.02	15,499	-	15,499	0.01	(0.01)
(c- ii) Directors & Relatives	-	-	-	-	-	-	-	-	-
(c- iii) Non Resident Indians	94,61,189	17,81,206	1,12,42,395	11.16	1,11,11,450	17,81,006	1,28,92,456	7.43	(3.73)

(c-iv) Inv. Education and Protection Fund Authority	3,15,940	-	3,15,940	0.31	4,06,385	-	4,06,385	0.23	(0.08)
(c-v) Hindu Undivided Families	5,07,179	-	5,07,179	0.50	8,80,444	-	8,80,444	0.51	0.01
Sub-total (B) (2)	5,23,05,319	1,32,45,570	6,55,50,889	65.03	5,23,94,441	1,01,25,467	6,25,19,908	36.04	(28.99)
Total Public Shareholding (B) = (B)(1)+(B)(2)	6,77,16,512	1,32,45,570	8,09,62,082	80.32	7,20,67,384	1,01,25,467	8,21,92,851	47.39	(32.93)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Employee Benefit Trust	-	-	-	-	50,00,000	-	50,00,000	2.88	2.88
Grand Total (A+B+C)	8,75,48,642	1,32,45,570	10,07,94,212	100	16,33,30,360	1,01,25,467	17,34,55,827	100	-

ii. Shareholding of Promoters

Sl No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of Total Shares	% of shares pledged / encumbered to total shares	No. of shares	% of Total Shares	% of shares pledged / encumbered to total shares	
1	FIH Mauritius Investments Ltd	1,98,32,130	19.68	-	8,62,62,976	49.73	-	30.05

(1,98,32,130 partly paid Equity Shares were allotted to FIH Mauritius Investments Ltd on October 19, 2018 along with 6,64,63,329 partly paid warrants (which are compulsorily convertible into or exchangeable for equal number of equity shares). The said shares and warrants were made fully paid up as on July 5, 2019 and July 8, 2019 respectively. FIHM has been permitted conversion of 6,64,30,846 Warrants into equal number of equity shares as against 6,64,63,329 Warrants originally issued, on August 7, 2019. 32,483 warrants originally allotted to FIHM were cancelled on August 7, 2019, after following prescribed procedure in this regard. Accordingly, total number of equity shares held by FIH Mauritius Investments Ltd as on March 31, 2020 has increased to 8,62,62,976 from 1,98,32,130 shares as on March 31, 2019.

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Change in percentage of shareholding of FIH Mauritius Investments Ltd (FIH-M) from 19.68% as on 31.03.2019 to 49.73% as on 31.03.2020 is summarized below:

Date	Particulars	Total no of Shares	% of holding
01.04.2019	No of shares held by FIH-M at the beginning of the Financial Year	1,98,32,130	19.68%
07.08.2019	Conversion of 6,64,30,846 warrants held by FIH-M into Equity Shares	8,62,62,976	50.09%
31.03.2020	No of shares held by FIH-M at the end of the Financial Year	8,62,62,976	49.73%*

*The change (decrease) in percentage of shareholding is due to allotment of 12,30,769 Equity shares on December 2, 2019 in the Initial Public Offer (IPO) of the Bank.

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):							
Sl. No	For Each of the Top 10 Shareholders Name, Date & Reason for change			Shareholding at the beginning of the year		Cumulative Shareholding during the year*	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SBI Magnum Global Fund ^			-	-	-	-
	Add	02.12.2019	IPO Allotment	8,85,595	0.511	8,85,595	0.511

	Add	06.12.2019	Purchase	48,30,000	2.785	57,15,595	3.295
	Add	13.12.2019	Purchase	14,33,735	0.827	71,49,330	4.122
	Add	20.12.2019	Purchase	7,96,931	0.459	79,46,261	4.581
	Add	27.12.2109	Purchase	3,53,069	0.204	82,99,330	4.785
	Add	06.03.2020	Purchase	25,000	0.014	83,24,330	4.799
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)					83,24,330	4.799
2	CSB ESOS TRUST			-	-	-	-
	Add	12.07.2019	Preferential allotment under the 2019 ESOS Scheme	50,00,000	4.726	50,00,000	4.726
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)					50,00,000	2.883
3	OMERS ADMINISTRATION CORPORATION - OAC CUSTODY ACCOUNT (SCV6)			-	-	-	-
	Add	02.12.2019	IPO Allotment	35,89,800	2.070	35,89,800	2.070
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)					35,89,800	2.070
4	YUSUFFALI MUSALIAM VEETIL ABDUL KADER			35,81,722	3.553	35,81,722	3.553
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)					35,81,722	2.065
5	VOLRADO VENTURE PARTNERS FUND II			11,91,432	1.182	11,91,432	1.182
	Add	01.11.2019	Purchase	20,81,854	1.209	32,73,286	1.901
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)					32,73,286	1.887
6	VALLABH BHANSHALI			21,85,392	2.168	21,85,392	2.168
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)					21,85,392	1.260
7	ZAFAR AHMADULLAH			-	-	-	-
	Add	26.04.2019	Purchase	6,50,000	0.645	6,50,000	0.645
	Add	03.05.2019	Purchase	3,00,000	0.298	9,50,000	0.943
	Add	10.05.2019	Purchase	6,00,000	0.595	15,50,000	1.538
	Add	17.05.2019	Purchase	2,00,000	0.198	17,50,000	1.736
	Add	28.11.2019	Purchase	1,00,000	0.058	18,50,000	1.074
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)					18,50,000	1.067
8	A T INVOFIN INDIA PVT LTD			17,98,229	1.784	17,98,229	1.784
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)					17,98,229	1.037
9	SATPAL KHATTAR			17,73,906	1.760	17,73,906	1.760
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)					17,73,906	1.023
10	LAL ARAKULATH SANKAPPA			17,56,908	1.743	17,56,908	1.743
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)					17,56,908	1.013

* Decrease in percentage of holding in applicable cases at the end of the Financial Year is due to allotment of 50,00,000 Equity shares to CSB ESOS Trust on July 12, 2019; Conversion of 6,64,30,846 warrants held by FIH Mauritius Investments Ltd (Promoter) into Equity Shares on August 7, 2019; and allotment of 12,30,769 Equity shares on December 2, 2019 in the Initial Public Offer (IPO) of the Bank.

^ Shares held in the Bank by SBI Magnum Global Fund under different Scheme/ Series.

v. Shareholding of Directors and Key Managerial Personnel

Shareholding of Directors and Key Managerial Personnel					
Sl. No	For Each of the Directors and Key Managerial Personnel - Name, Date & Reason for change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Madhavan Karunakaran Menon	Nil	N.A	Nil	N.A
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)			Nil	N.A
2	C. VR. Rajendran, Managing Director & CEO	Nil	N.A	Nil	N.A
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)			Nil	N.A
3	Sumit Maheshwari	Nil	N.A	Nil	N.A
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)			Nil	N.A
4	Thomas Mathew	Nil	N.A	Nil	N.A
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)			Nil	N.A
5	Bhama Krishnamurthy	Nil	N.A	Nil	N.A
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)			Nil	N.A
6	Madhavan Aravamuthan	Nil	N.A	Nil	N.A
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)			Nil	N.A
7	Syed Nagoor Ali Jinnah	Nil	N.A	Nil	N.A
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)			Nil	N.A
8	V Maheswari, Chief Financial Officer	Nil	N.A	Nil	N.A
	At the end of the year (or on the date of separation, if separated during the year)(Resignation effective from 05.02.2019)			Nil	N.A
9	B K Divakara, Chief Financial Officer	Nil	N.A	Nil	N.A
	At the end of the year (or on the date of separation, if separated during the year)(from 05.02.2020 to 31.03.2020)			Nil	N.A
10	Sijo Varghese, Company Secretary	Nil	N.A	Nil	N.A
	At the end of the year (or on the date of separation, if separated during the year)(31.03.2020)			Nil	N.A

v. Indebtedness

(₹ in Cr.)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits*	Total Indebtedness
Indebtedness at the beginning of the financial year				
i	Principal Amount	-	-	-
ii	Interest due but not paid	-	-	-
iii	Interest accrued but not due	-	-	-

Total	-	-	-	-
Change in Indebtedness during the financial year				
Addition	66,056.23	169.00	-	66,225.23
Reduction (net)	65,258.86	169.00	-	65,427.86
Net Change	797.37	0.00	-	797.37
Indebtedness at the end of the financial year				
i Principal Amount	794.00	-	-	794.00
ii Interest due but not paid	-	-	-	-
iii Interest accrued but not due	3.37	-	-	3.37
Total	797.37	-	-	797.37

*Deposits received by the Bank in the ordinary course of business does not amount to deposits in terms of the provisions of the Companies Act, 2013, hence, not included herein above.

RBI/Treps borrowings are included in Secured loans, whereas call borrowings is included in Unsecured loans.

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration, service contracts, notice period, severance fees	Total Amount
Name of the Managing Director & CEO : Mr. C. VR. Rajendran		
1	Gross Salary*	(₹)
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	67,68,000.00
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil
(d)	Performance Linked Incentives^	Nil
(e)	Service contracts, notice period and severance fees	As per the agreement for appointment/re-appointment of MD&CEO. Present agreement is for a period of three years with effect December 9, 2019
2	Stock Option (Nos)#	Nil
3	Sweat Equity	Nil
4	Commission	
	- as % of profit	Nil
	- others, specify	
5	Others	
	- LFC	Nil
	- PL Encashment	Nil
	- PF	4,32,000.00
Total (A)		72,00,000.00
Ceiling as per the Act	Being a banking company under the Banking Regulation Act, 1949, the relevant provisions on managerial remuneration under the Companies Act, 2013 are not applicable.	

* The Bank, on May 4, 2020, received approval of Reserve Bank of India in terms of Section 35B of the Banking Regulation Act, 1949 to revise fixed pay of Shri. C.VR. Rajendran, Managing Director & CEO from the present limit of ₹ 75 lac p.a., to ₹ 200 lac p.a., with effect from January 10, 2020.

^ The Bank, on May 4, 2020, received approval of Reserve Bank of India in terms of Section 35B of the Banking Regulation Act, 1949 for payment of a variable pay to the tune of ₹ 45 lac to Shri. C.VR. Rajendran, Managing Director & CEO, for the period from April 1, 2018 to

March 31, 2019, which is being 60 % of the gross annual salary for the said period subject to malus arrangements as per RBI guidelines dated January 13, 2012 on Compensation of Whole Time Directors/ Chief Executive Officers/ Risk Takers and Control Function staff, etc.

Nomination & Remuneration Committee of the Board accorded in-principle approval for grant of 34,70,000 stock options @ ₹ 75 per option to Shri. C. VR. Rajendran, Managing Director & CEO of the Bank as performance grant for the period from December 9, 2016 to December 8, 2019 under CSB Employee Stock Option Scheme 2019. In-principle approval accorded by the Committee is subject to the prior approval of Reserve Bank of India in terms of Section 35 B of the Banking Regulation Act, 1949 and other requisite approvals and hence the actual grant of options is to be made post receipt of said approvals only.

B. Remuneration to other directors: @

(₹)

Sr. No	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
	• Fee for attending Board/ Committee Meetings	Mr. Thomas Mathew	14,80,000.00
		Mrs. Bhama Krishnamurthy	17,20,000.00
		Mr. Madhavan Aravamuthan	10,60,000.00
		Mr. Syed Nagoor Ali Jinnah	9,90,000.00
	• Commission		NIL
• Others, please specify		NIL	
	TOTAL (1)		52,50,000.00
2	Other Non-Executive Directors^:		
	• Fee for attending Board/ Committee Meetings	Mr. Madhavan Karunakaran Menon, Part-time Chairman	NIL
		Mr. Sumit Maheshwari	NIL
	• Commission		NIL
	• Others, please specify		NIL
	TOTAL (2)		NIL
TOTAL (B) = (1)+(2)			52,50,000.00
Total Managerial Remuneration (A)+(B)			124,50,000.00
Overall Ceiling as per the Act	Being a banking company under the Banking Regulation Act, 1949, the relevant provisions on managerial remuneration under the Companies Act, 2013 are not applicable.		

@ No Directors of the Bank except MD&CEO is entitled for variable pay /incentives other than sitting fee for attending Board and Committee meetings.

^ No remuneration/sitting fees was paid to the directors nominated promoters of the Bank, M/s. FIH Mauritius Investments Ltd.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No	Particulars of Remuneration	Chief Financial Officer		Company Secretary	Total Amount
		Mrs. V Maheswari (01.04.2019 – 04.02.2020)	Mr. B K Divakara (05.02.2020– 31.03.2020)	Mr. Sijo Varghese (01.04.2019 – 31.03.2020)	
1	Gross Salary	(₹)	(₹)	(₹)	(₹)
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,88,839.96	18,62,068.97	15,81,871.49	51,32,780.42
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option (Nos)	Nil	Nil	Nil	Nil

3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission				
	- as % of profit	Nil	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
TOTAL		16,88,839.96	18,62,068.97	15,81,871.49	51,32,780.42

VII. Penalties / Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalties / Punishment/ Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other officers in default					
Penalty			NIL		
Punishment					
Compounding					

By Order of the Board

Sd/-

Madhavan Menon

Chairman

(DIN:00008542)

Place: Thrissur

Date : June 22, 2020